



## 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.

Ph: +91 124 6637750

Web: [www.gmraero.com](http://www.gmraero.com) E-mail: [Gal.cosecy@gmrgroup.in](mailto:Gal.cosecy@gmrgroup.in)

### NOTICE

NOTICE is hereby given that the 29<sup>th</sup> (Twenty Ninth) Annual General Meeting of the members of GMR Airports Limited (formerly GMR Airports Infrastructure Limited) will be held on Monday, September 29, 2025 at 3:00 P.M. IST through Video Conferencing ("VC") to transact the following businesses:

#### Ordinary Business:

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

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

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

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Grandhi Kiran Kumar (DIN: 00061669), who retires by rotation and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **To appoint a Director in place of Mr. Srinivas Bommidala (DIN: 00061464), who retires by rotation and being eligible, offers himself for re- appointment**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Srinivas Bommidala (DIN: 00061464), who retires by rotation and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director

of the Company, liable to retire by rotation."

#### Special Business:

4. **To consider and approve the appointment of M/s. V Sreedharan & Associates, Company Secretaries, as the Secretarial Auditor of the Company**

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

**"RESOLVED THAT** pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), applicable provisions of Companies Act, 2013 and any other law for the time being in force, if any, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of Audit Committee and the Board of Directors, M/s. V Sreedharan & Associates, Company Secretaries be and are hereby appointed as the Secretarial Auditor of the Company, to conduct the Secretarial Audit of the Company for the first term of five (5) years, beginning from the FY 2025-26 and ending in FY 2029-30, on such fees (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audits) as may be decided by the Board of Directors of the Company.

**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."

5. **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 Section 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the applicable rules made thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital



and Debentures) Rules, 2014], each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI Debt Regulations") as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR") and applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme 1993 ("FCCB Scheme") as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended including ECB Guidelines as amended, the uniform listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 1 (Rupee one) 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 (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 shares 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 ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/ or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations; and
- xiii. The credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized.

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

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

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

**RESOLVED FURTHER THAT** the Company be and is hereby authorised to engage/appoint book running lead managers, underwriters, guarantors, depositories, custodians, registrars,



bankers, lawyers, advisors and all such agencies/ intermediaries, as are or may be required to be appointed, involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like including reimbursement of out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with such agencies/ intermediaries as per the SEBI ICDR Regulations, FCCB Scheme and FEMA .

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

- i. to determine the terms and conditions of the QIP/ FCCB, including among other things, the amount of issuance of QIP and/or FCCB or combination thereof, date of opening and closing of the QIP (including the extension of such subscription period, as may be necessary or expedient), date of issuance of FCCB, the class of Investors to whom the Securities/ FCCB are to be issued, the relevant date for convertible securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient;
- ii. to determine the number and amount of Securities/ FCCB that may be offered in domestic and/ or international markets and proportion thereof, tranches, issue price, interest rate, listing, premium/ discount, as permitted under applicable law (now or hereafter);
- iii. to finalise and approve and make arrangements for submission, of the preliminary and/or draft and/ or final offering circulars/information memoranda/ offer documents/ other documents, and any addenda or corrigenda thereto with the appropriate regulatory authorities;
- iv. to determine conversion of Securities/ FCCB, if any, redemption, allotment of Securities/ FCCB, listing of securities at the Stock Exchanges;
- v. to make applications to the Stock Exchanges for in-principle and final approvals for listing and trading of Equity Shares, and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges in relation thereto;
- vi. to open such bank accounts, including escrow accounts, as are required for purposes of the QIP/ FCCB, in accordance with applicable law;
- vii. to finalise utilisation of the proceeds of the QIP/ FCCB, as it may in its absolute discretion deem fit in accordance with the applicable law;
- viii. approve estimated expenditure in relation to the QIP/ FCCB;
- ix. to decide on conduct and schedule of road shows, investor meet(s) in accordance with applicable legal requirements for the issue of the Securities/ FCCB;

- x. to undertake all such actions and compliances as may be necessary in accordance with the SEBI ICDR Regulations, the SEBI LODR, FCCB Scheme, FEMA or any other applicable laws;
- xi. to apply for dematerialisation of the Equity Shares with the concerned depositories;
- xii. to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement, term sheets, trustee agreement, trust deed and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time;
- xiii. to seek by making requisite applications as may be required, any approval, consent or waiver from the Company's lenders and/or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government, statutory and regulatory authorities, and/ or any other approvals, consents or waivers that may be required in connection with the QIP/ FCCB, offer and allotment of the Securities/ FCCB;
- xiv. to give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by SEBI, 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."

**6. Approval for the Related Party Transactions with Delhi International Airport Limited, a subsidiary of the Company, considered Material, for financial year 2025-26.**

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) and other applicable Regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI LODR"), 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 and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuing / entering into related party transactions with Delhi International Airport Limited, a subsidiary of the Company, considered Material, in financial year 2025-26, for an amount of upto ₹ 1700 crore, as per the details and on the terms and conditions provided in the explanatory statement annexed to this notice.

**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)

Sd/-

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

Place: New Delhi  
Date: August 21, 2025



## NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being, General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") has allowed the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing ("VC"), without the physical presence of the Members at a common venue. In terms of the said Circulars, the 29<sup>th</sup> AGM of the Company is being held through VC. Hence, Members can attend and participate in the AGM through VC only.

Further, MCA vide its aforesaid Circulars and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and subsequent circulars issued in this regard, the latest being, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 (hereinafter referred to as "SEBI Circulars") has prescribed the procedures and manner of conducting the AGM through VC/ Other Audio Visual Means (OAVM) and, inter-alia, granted relaxation in respect of sending physical copies of annual report to securityholders 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 Circulars, Notice of the AGM along with the Annual Report 2024-25 are being sent only through electronic mode to those Members whose email addresses are registered in respect of electronic holdings with the 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"). 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 29<sup>th</sup> AGM and the Annual Report 2024-25 will also be available on the Company's website at <https://investor.gmraero.com>, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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 29<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. As per the Companies Act, 2013, ('the Act'), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, in

terms of the MCA Circulars, the 29<sup>th</sup> AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and SEBI Circulars, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 29<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

6. The Board of Directors have considered and decided to include item nos. 4 to 6 given above as Special Businesses in the Notice to the 29<sup>th</sup> 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 no. 4 to 6 and the additional information required to be provided relating to item no. 4 pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**SEBI LODR**"), regarding the Secretarial Auditor who is proposed to be appointed are annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 22, 2025 to Monday, September 29, 2025 (both days inclusive).
9. KFintech is the Registrar and Share Transfer Agent ("**RTA**") of the Company to perform the share related work for shares held in physical and electronic form.
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 at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting or vote through remote e-voting are requested to send a certified copy of the Board resolution/ authorization letter to the Scrutinizer at e-mail ID [compliance@sreedharancs.com](mailto:compliance@sreedharancs.com) with a copy marked to RTA at email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) and to the Company at [gal.cosecy@gmrgroup.in](mailto: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 and vote.
12. The Company has engaged KFintech for providing the facility for voting through remote e-voting, for participation in the 29<sup>th</sup> AGM through VC facility and e-voting thereat.
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 LODR 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 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, has opened a Special Window for a period of six-months which commenced on July 07, 2025 and valid till January 06, 2026 for re-lodgement of transfer deeds that were originally lodged before April 1, 2019, but were rejected, returned, or left unattended due to deficiency in the documents/process/or otherwise. During this period, the securities that are re-lodged for transfer will be issued only in Demat mode. For further details, Members may refer to the Company's website at

<https://investor.gmraero.com/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 at <https://investor.gmraero.com> and is also available at the website of the RTA at <https://ris.kfintech.com/clientservices>.

16. Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://investor.gmraero.com> and on the website of RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx#isc>.

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://investor.gmraero.com> and is also available at the website of the RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx#isc>. Members are requested to submit the said Form to their Depository Participants in case the shares are held in electronic form 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 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 Depository Participants (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. Since the AGM will be held through VC Facility, the Route Map being not relevant is not annexed to this Notice.
21. 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.

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 29<sup>th</sup> AGM through VC 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 29<sup>th</sup> AGM and shall not be closed for at least 15 minutes after the conclusion of the 29<sup>th</sup> 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 29<sup>th</sup> 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](mailto: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 29<sup>th</sup> 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 04, 2023 and SEBI/HO/ OIAE/ OIAE\_IAD-3/P/CIR/2023/191 dated December 20, 2023 read with Master Circular No. SEBI/HO/OIAE/ OIAE\_IAD-3/P/CIR/ 2023/195 dated December 28, 2023 has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://investor.gmraero.com/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](mailto:Gal.cosecy@gmrgroup.in).

## 27. THE PROCESS AND MANNER FOR REMOTE E-VOTING:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies

(Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings and Regulation 44 of the SEBI LODR read with SEBI Circular No. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, the Company is pleased to provide members with facility to exercise their votes by electronic means provided by KFintech (E-Voting Service Provider) through the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting or e-voting during the AGM.

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

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/ 2020/242 dated December 09, 2020 on "e-Voting Facility Provided by Listed Entities", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories / DPs in order to increase the efficiency of the voting process.


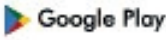


Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li><b>1. Members already registered for NSDL Internet Based Demat Account Statement (IDeAS) facility:</b> <ol style="list-style-type: none"> <li>i. Visit URL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</li> <li>iii. A new screen will prompt and you will have to enter your User ID and Password.</li> <li>iv. Post successful authentication, click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</li> <li>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 &amp; voting during the meeting.</li> </ol> </li> <li><b>2. Members who have not registered for IDeAS facility, may follow the below steps:</b> <ol style="list-style-type: none"> <li>i. To register for IDeAS facility, visit the URL at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. Click on "Register Online for IDeAS" or for direct registration, click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>iii. On completion of the registration formality, follow the steps provided above.</li> </ol> </li> </ol>



Type of shareholders	Login Method
	<p><b>3. Members may alternatively vote through the e-voting website of NSDL in the following manner:</b></p> <ol style="list-style-type: none"> <li>Visit the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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.</li> <li>Post successful authentication, you will be redirected to NSDL IDeAS site wherein you can see e-Voting page.</li> <li>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.</li> </ol> <p><b>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</b></p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Members already registered for Easi/ Easiest facility may follow the below steps:</b></p> <ol style="list-style-type: none"> <li>Visit the following URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>)</li> <li>On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.</li> <li>Click on Company name or e-voting service provider name i.e. KFintech to cast your vote.</li> </ol> <p><b>2. Members who have not registered for Easi/Easiest facility, may follow the below steps:</b></p> <ol style="list-style-type: none"> <li>To register for Easi/Easiest facility visit the URL at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>On completion of the registration formality, follow the steps mentioned above.</li> </ol> <p><b>3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:</b></p> <ol style="list-style-type: none"> <li>Visit the following URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Enter the demat account number and PAN.</li> <li>Enter OTP received on mobile number and email registered with the demat account for authentication.</li> <li>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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>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.</li> <li>On clicking the e-voting icon, members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication.</li> <li>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.</li> </ol>

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

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

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



### Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

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

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- 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.
- After entering these details appropriately, click on 'LOGIN'.
- You will now reach to password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password, in case you forget your password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the 'EVENT', i.e., **GMR Airports Limited (formerly GMR Airports Infrastructure Limited)**.
- 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.

- Equity shareholders holding multiple demat accounts may choose the voting process separately for each demat account.
- You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- 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.
- 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](mailto:compliance@sreedharancs.com) with a copy marked to RTA at email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) and to the Company at [Gal.Cosecy@gmrgroup.in](mailto: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 authorized representative casts vote, the above mentioned documents shall be submitted before or at the time of casting the vote.

#### C) Members whose email IDs are not registered with the RTA/Depository Participant(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 05:00 P.M. (IST) on September 22, 2025.

- Member may send an email request at the email id [evoting@kfintech.com](mailto: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.
- Please follow all steps from Note. No. 27(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 22, 2025** may obtain User ID and Password and any such member who has not received or has forgotten the User ID and Password, may obtain/retrieve the same from Kfintech in the manner as mentioned below:
    - a) If the mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, the Member may send SMS: MYEPWD<SPACE>Folio No. or DP ID-Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.  
 Example for NSDL:  
 MYEPWD<SPACE> IN12345612345678  
 Example for CDSL:  
 MYEPWD<SPACE> 1402345612345678  
 Example for Physical:  
 MYEPWD<SPACE> XXXX1234567890 (XXXX being EVEN)
    - b) If email address of the equity shareholder is registered against DP ID-Client ID, then on the home page of <https://evoting.kfintech.com>, the equity shareholder may click 'Forgot Password' and enter DP ID-Client ID and PAN to generate a password.
  - III. Registration of e-mail address permanently with RTA/ Depository Participant(s): In case e-mail ID of a Member is not registered with the RTA/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses:
    - a) with the Depository Participant (in case of Shares held in dematerialised form);
    - b) with Kfintech by sending an email request at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) (in case of Shares held in physical form).
  - IV. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com>. For any grievances related to e-voting, please contact Mr. G. Ramdas, Senior Manager, KFin Technologies Limited (formerly known as KFin Technologies Private Limited), Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramgula, Hyderabad-500 032 at [evoting@kfintech.com](mailto:evoting@kfintech.com), Toll Free No: 1800-309-4001.
28. The remote e-voting period commences on **Thursday, September 25, 2025 at 9.00 a.m. IST and ends on Sunday, September 28, 2025 at 5.00 p.m. IST (both days inclusive)**. During this period, the Members of the Company may cast their votes by remote e-voting in the manner and process

set out hereinabove. The e-voting module shall be disabled for voting thereafter. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date, being Monday, September 22, 2025 will be entitled to cast their votes by remote e-voting.

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 22, 2025

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 platform and no separate login is required for the same.
  - ii. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.
  - iii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM and he will announce the start time of casting the vote during AGM through the e-Voting platform of our RTA - Kfintech and thereafter the e-Voting during AGM shall commence.
  - iv. Upon declaration by the Chairman about the commencement of e-voting at AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page.
  - v. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
  - vi. However, this facility shall be operational till all the resolutions are considered and voted upon in the meeting including 15 minutes after the conclusion of the meeting.
  - vii. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
32. Mr. V. Sreedharan (Membership No. FCS 2347) or failing him Mr. Pradeep B. Kulkarni (Membership No. FCS 7260), Partners of 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 LODR.

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 [www.gmraero.com](http://www.gmraero.com) and on KFinTech's website at <https://evoting.kfintech.com> immediately after the result is declared by the Chairman or by person authorised by him and communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed. The result shall also be displayed on the notice board at the Registered Office of the Company as well at the Corporate Office of the Company.
36. **Instructions for attending the AGM through VC:**
  - a) Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com> by using their DP ID / Client ID as applicable as the credentials.
  - b) The facility for joining the AGM shall be open 15 minutes before the time scheduled to start the AGM and shall not be closed for at least 15 minutes after the conclusion of the AGM..
  - c) Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Microsoft Edge or Mozilla Firefox.
  - d) Members will be required to grant access to the web-cam to enable two-way video conferencing.
  - e) Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC smoothly, without any fluctuations in the audio/video quality.
  - f) Members who may want to express their views or ask questions at the AGM may visit <https://evoting.kfintech.com> and click on the tab "Annual General Meeting Post Your

Queries Here" to post their queries in the window provided, by mentioning their name, demat account number, email ID and mobile number. **The window shall remain active during the remote e-voting period and shall be closed on Sunday, September 28, 2025 at 5:00 p.m.**

- g) In addition to the above-mentioned step, the Members may register themselves as speakers for the AGM to raise their queries. Accordingly, the Members may visit <https://evoting.kfintech.com> and click on tab 'Speaker Registration for e-AGM' during the period mentioned below. Members shall be provided a 'queue number' before the AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. **The 'Speaker Registration' window shall be activated on Thursday, September 25, 2025 at 9.00 A.M. and shall be closed on Friday, September 26, 2025 at 5.00 P.M.** Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ ask questions during the AGM provided they hold shares as on the Cut-Off Date i.e., Monday, September 22, 2025. The Company reserves the right to restrict the number of speakers and time allotted per speaker subject to availability of time as appropriate for smooth conduct of the AGM.
- h) Members who have not cast their vote through remote e- voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.
- i) Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at their toll free number 1800-309-4001 or write to them at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and/ or [evoting@kfintech.com](mailto:evoting@kfintech.com). Kindly quote your name, DP ID Client ID and e-voting EVEN Number in all your communications.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE “ACT”) AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LODR”) AND CIRCULARS ISSUED THEREUNDER

### Item No. 4

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

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence and specialization in the Secretarial Audit of large Corporates, and considering previous performance, availability of adequate audit team with understanding of the Company business, adequate time spent by the audit partners in supervising the team and interacting with the management on key audit issues, and conduct of audit with professional integrity and objectivity etc., and based on the recommendation of the Audit Committee, the Board of Directors of the Company (“Board”) at its meeting held on July 29, 2025 approved and recommended to the Members, the appointment of M/s. V Sreedharan & Associates, Company Secretaries, as the Secretarial Auditor of the Company, for the first term of 5 (five) consecutive years beginning from the FY 2025-26 to FY 2029-30 on such terms as detailed hereinafter.

M/s. V Sreedharan & Associates, Company Secretaries, vide their letter, dated July 18, 2025, consented to be appointed as the Secretarial Auditor of the Company and confirmed that their appointment, if made, would be within the limits as laid down by the Institute of Company Secretaries of India (“ICSI”) and confirmed to the independence requirements as prescribed under the Auditing Standards issued by the ICSI (“ICSI Auditing Standards”) and other applicable laws and regulations and as such are qualified to be appointed as the Secretarial Auditor in terms of the applicable provisions of Act, the Rules framed thereunder, SEBI LODR read with relevant SEBI Circulars issued in this regard, the Companies Secretaries Act, 1980 read with rules and regulations made thereunder and the ICSI Auditing Standards.

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

The firm serves prominent listed entities as Secretarial Auditors including Wipro Limited, GMR Power and Urban Infra Limited, Biocon Limited etc.

M/s. V. Sreedharan & Associates have been conducting Secretarial Audit of the Company since F.Y. 2014-15. M/s. V. Sreedharan & Associates were paid remuneration of ₹ 3,00,000/- (Rupees Three Lacs) plus out of pocket expenses and applicable taxes for the financial year 2024-25.

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

Proposed fees payable to the Secretarial Auditor along with terms of appointment	<p>Proposed fee of up to ₹ 3,50,000/- (Rupees Three Lakh Fifty Thousands only) per annum* plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the audits.</p> <p>*The said proposed fee does not include the fee payable to the Secretarial Auditors for any permissible service availed other than the audit services. Apart from the audit services, the Company may also obtain certifications from the Secretarial Auditors under various laws and other permissible non-audit services as required from time to time, for which fees shall be paid separately as may be decided by any of the Key Managerial Personnel.</p> <p>The above stated fee is an indicative amount and the Board of Directors and the Audit Committee shall approve the fee payable to the Secretarial Auditor for each financial year including any upward revision in remuneration of Secretarial Auditor, if any, any time during their tenure as Secretarial Auditor of the Company, based on the performance review and any additional scope of work on account of changes in regulations or management processes, business acquisitions, internal restructurings or other considerations to such extent as may be mutually agreed.</p>
--	--



	Appointment of M/s. V Sreedharan & Associates, Company Secretaries, as the Secretarial Auditor, to conduct the Secretarial Audit of the Company, is being proposed for a consecutive term of 5 (five) years, beginning from the FY 2025-26 to FY 2029-30.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	Not Applicable, as there is no change in Secretarial Auditor.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed.	<p>Considering the fact that in terms of Section 204 of the Companies Act, 2013 and Regulation 24A (1A) of the Listing Regulations, M/s. V Sreedharan &amp; Associates, Company Secretaries are eligible for appointment as Secretarial Auditor and considering their previous performance and based on the recommendation of the Audit Committee and Board of Directors, it is proposed to appoint M/s. V Sreedharan &amp; Associates, Company Secretaries, as the Secretarial Auditor of the Company, to conduct the Secretarial Audit, for a consecutive term of 5 (five) years, beginning from the FY 2025-26 to FY 2029-30.</p> <p>Further to what has been stated in earlier parts of this note, the Secretarial Auditor firm has adequate audit team commensurate to conduct audit of the Company and with an understanding of the Company business. Adequate time is being spent by the audit partners in supervising the team and interacting with the management on key audit issues and conducting the audit with professional integrity and objectivity etc.</p>

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

#### Item No. 5

The Company during the next period of one year anticipates requirement of funds both towards growth opportunities and also 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 aggregate amounts of ₹ 5,000 crores (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 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 Act and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re- enactment(s) thereof; (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 21, 2025, subject to the approval of the Members of the Company, approved the issuance of the Securities/ FCCB on such terms and conditions as may be deemed appropriate by the Board ("Board", which term shall include the Management Committee of the Board or any other committee which the Board may hereinafter constitute for this purpose), at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and /or other advisor(s) appointed



in relation to issuance of the QIP/ FCCB, in accordance with applicable laws. The Securities allotted will be listed and traded on the stock exchange(s) where Equity Shares of the Company are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities/ FCCB, shall be subject to obtaining regulatory approvals, if any by the Company.

In terms of Section 62(1)(c) of the Act, 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 provisions of the Act and other applicable laws.

It may be noted that at the previous Annual General Meeting of the Company held on September 16, 2024, 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 2024-25 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 15, 2025.

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 LODR"), 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 LODR.

The approval of the Members is being sought to enable the Board, to decide on the issuance of Securities/ FCCB, to the extent and in the manner stated in the special resolution, as set out in Item no. 5 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. 5 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. 5 of the Notice for the approval of the Members as a Special Resolution.



## Item No. 6

Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), requires Members approval by way of Ordinary Resolution for material related party transactions. In terms of said Regulations, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower ("Material RPT"). Further, in terms of Section 188 of the Companies Act 2013 ("Act"), for certain transactions stated in that Section with related parties not being in the ordinary Course or arm's length and exceeding such threshold stated in said Section, shall require prior approval of Members of the company by an Ordinary resolution.

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

Delhi International Airport Limited ("DIAL") is a subsidiary of the Company, i.e., GMR Airports Limited ("Company/GAL"). DIAL has entered into a long-term agreement to operate, manage and develop the Indira Gandhi International Airport (IGIA), Delhi.

GAL has ongoing business arrangements with DIAL, a related party, across various operational segments including Duty-Free, Cargo, lease / licenses, corporate services etc. These arrangements are governed by various concession agreements, lease/licence contracts, and service-level arrangements.

As part of the business expansion and operational scaling, the aggregate value of all transactions between GAL and DIAL is projected to increase significantly i.e. more than ₹ 1000 Crores during the current financial year and as such, likely to cross the Materiality threshold.

The details of estimated related party transactions with DIAL for FY 2025-26 are provided in Table A below.

Considering the requirements of Regulation 23 as mentioned above, it is proposed to seek approval of Members of the Company for the material-related party transactions continuing and/or to be entered between the Company and DIAL, however, expected to cross the Materiality threshold, as set out in Table A below.

It may be noted that Audit Committee of Board of the Company had previously, prior to the entering into of each of the above transactions, evaluated and approved entering of such transactions, being at arms' length basis, in the 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 2025-26 will also be evaluated and approved by Audit Committee and/or Board 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 ₹ 1,700 Crores.

The approval of Members for this Item no. 6 is being sought in terms of Regulation 23 of the SEBI LODR as well as Section 188 of the Act, to the extent the said Section becomes applicable for any future transactions.

The details as required under Regulation 23 of SEBI LODR read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are set forth in Table B below:

Further, 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 ("RPT Industry Standards") are set forth in Table C below. It may be noted that while it was not mandatory to give the details as required under the said RPT Industry Standards for the present transaction (since all the transactions were approved by Audit Committee before effective date of RPT Industry Standards, i.e., September 01, 2025), the same are voluntarily disclosed as a good corporate governance practice.

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. 6 of the Notice.

Based on the approval of the Audit Committee, the Board recommends the Resolution set out at Item no. 6 of this Notice for the approval of the Members as an Ordinary Resolution.

The Members may note that in terms of the provisions of the SEBI LODR, 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 2025-26:**

(₹ in Crores)

Particulars	Duty Free	Cargo	General Corporate	Total estimated amount
Concession Fees to be paid by the Company to DIAL towards grant of Concession to carry on Duty-Free and Cargo Terminal Operations at the Delhi International Airport.	596.10	258.66	-	<b>854.76</b>
Rent/Licence Fees and Common Area Maintenance (CAM) being paid to DIAL	-	46.79	2.53	<b>49.32</b>
Electricity & Water charges being paid to DIAL	2.96	10.86	0.01	<b>13.83</b>
Airport Service Clearance- Payable for Duty- free Business to DIAL	12.99	-	-	<b>12.99</b>



(₹ in Crores)

Particulars	Duty Free	Cargo	General Corporate	Total estimated amount
Marketing Fund to be provided to DIAL in terms of the Duty-free Concession	18.61	-	-	<b>18.61</b>
Security Deposit paid/payable to DIAL towards the above referred Concession.	254.31	250.00	-	<b>504.31</b>
Airports Entry Pass fee/charges being paid to DIAL	0.09	0.22	-	<b>0.32</b>
Reimbursement of fuel expenses to DIAL	-	-	0.01	<b>0.01</b>
Corporate Cost Allocation to DIAL	-	-	128.74	<b>128.74</b>
Aviation / Airport related training provided by the Aviation Academy of the Company to DIAL	-	-	2.50	<b>2.50</b>
<b>Total</b>	<b>885.06</b>	<b>566.54</b>	<b>133.79</b>	<b>1,585.39</b>

\*The aggregate amount of the aforementioned transactions including any unforeseen increase and unforeseen transactions shall not exceed a sum of ₹ 1,700 Crores.

**Table B: The details as required under Regulation 23 of SEBI LODR read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated November 22, 2021 are as follows:**

Sl. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>Delhi International Airport Limited (DIAL)</b> is a related party to GMR Airports Limited (GAL) as it is a subsidiary of GAL.
2	Type, material terms and particulars of the proposed transaction	<p>The transactions majorly include:</p> <ul style="list-style-type: none"> <li>Concession Fees for Duty-Free and Cargo operations</li> <li>Rent/Licence Fees and Common Area Maintenance (CAM)</li> <li>Electricity, Water, and Other Charges</li> <li>Security Deposits</li> <li>Reimbursement of expenses, including corporate cost allocations.</li> <li>Other current or expected RPTs being Miscellaneous in nature and being less than 10% of the Materiality threshold in terms of Regulation 23 of the SEBI LODR.</li> </ul> <p>All transactions are based on existing concession, lease and other agreements, and are considered to be in ordinary course and conducted at arms' length.</p>
3	Tenure and value of the proposed transaction	<p><b>Tenure:</b> While the contracts are of a continuing nature, approval of Members of the Company is being sought for the FY 2025–26</p> <p><b>Value:</b> While the estimate is of ₹ 1,585.39 Crores, seeking approval of shareholders for value upto ₹ 1,700 Crores, to cover any unforeseen increase and any unforeseen RPT(s).</p>
4	Percentage of annual consolidated turnover considering FY 2024–25 as the immediately preceding financial year	Approximately 16.32% of GAL's consolidated turnover for FY 2024–25
5	Justification as to why the RPT is in the interest of the Company	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 retail, cargo, and other Airport Adjacency services.
6	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	<b>N.A.</b> – No loans, deposits, advances, or investments are involved in the transaction(s).
6(i)	Details of the source of funds in connection with the proposed transaction	<b>N.A.</b>
6(ii)	Whether any financial indebtedness is incurred to make or give loans, deposits, advances or investments	<b>N.A.</b>



Sl. No.	Particulars	Details
6(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<b>N.A.</b>
6(iv)	Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	<b>N.A.</b>
7(i)	Copy of valuation or other external report, if any, relied upon in relation to the proposed transaction	Not applicable at this stage.
7(ii)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The transactions when originally entered into were evaluated by the Audit Committee for Arms' Length basis, including in certain cases through bidding process, in certain cases through independent probity reports.
8	Name of the director or key managerial personnel who is related, if any, and nature of relationship	The following Board members of GAL 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 Mr. M. Ramachandran, Independent Director Mr. Prabhakara Rao Indana, Executive Director None of the Directors or KMPs is directly interested in DIAL, in terms of Section 184 of the Act.

**Table C: 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	Airport and Airport Services

**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 with 74% direct shareholding of the Company in DIAL.



Sl. No.	Particulars of the information	Information provided by the management
	<ul style="list-style-type: none"> <li>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).</li> </ul>	<ul style="list-style-type: none"> <li>NA, since DIAL is a company having Share Capital, formed under the Companies Act, 1956,</li> </ul>
	<ul style="list-style-type: none"> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul> <p><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	<ul style="list-style-type: none"> <li>DIAL, being a subsidiary, does not hold any shares, whether direct or indirect, in the Company.</li> </ul>

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

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  <b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.	S. No.	Nature of Transactions	FY 2024-25 (Amount in ₹ Crore)*
		1.	Income from Aviation / Airport related training provided by the Aviation Academy of the Company to DIAL	1.79
		2.	Corporate Cost Allocation to DIAL	113.54
		3.	Rent paid to DIAL	2.43
		4.	Electricity and water expenses paid to DIAL	0.01
		5.	Common Area Maintenance Charges paid to DIAL	0.23
		6.	Miscellaneous expenses paid to DIAL	0.01
		7.	Bidding fee paid to DIAL	1.32
		8.	Re-imbursement of Expenses to DIAL	0.44
		9.	Security deposit paid/given to DIAL	0.10
			Total	119.87
* Figures are based on the amount indicated in Annual Financial Statements for the financial year ended March 31, 2025.				
Details of the related party transaction between DIAL and the Company on a consolidated basis for the half year ended September 30, 2024 and March 31, 2025 have been filed by the Company to the Stock exchanges.				
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.	S. No.	Nature of Transactions	April 01, 2025- June 30, 2025 (Amount in ₹ Crore)*
		1.	Income from Aviation / Airport related training provided by the Aviation Academy of the Company to DIAL	0.22
		2.	Corporate Cost Allocation to DIAL	38.14



Sl. No.	Particulars of the information	Information provided by the management		
		<b>S. No.</b>	<b>Nature of Transactions</b>	<b>April 01, 2025- June 30, 2025 (Amount in ₹ Crore)*</b>
		3.	Repair & Maintenance charges paid to DIAL	0.06
		4.	Concession fees (Revenue Share) paid to DIAL	38.12
		5.	Rent paid to DIAL (Excluding GST)	0.55
		6.	Electricity and water expenses paid to DIAL	2.24
		7.	Miscellaneous expenses paid to DIAL	0.06
		8.	Bidding fee paid to DIAL	0.13
		9.	Corporate guarantees / Comfort Letters given on behalf of DIAL (Sanctioned Amount)	1.45
		10.	Security deposit paid/given to DIAL	4.31
			<b>Total</b>	<b>85.28</b>
		*Figures are based on the amount indicated in the Books of Accounts.		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA		

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

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.	₹ 1,700 Crores* *Note: While the estimate is of ₹ 1,585.39 Crores, seeking approval of shareholders for value upto ₹ 1,700 Crores, to cover any unforeseen increase and/or unforeseen RPT(s).
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	Approximately 16.32% of the Company's consolidated turnover for FY 2024-25
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)	NA
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.	31.29% (Based on Annual Consolidated Turnover)



Sl. No.	Particulars of the information	Information provided by the management		
6.	Financial performance of the related party for the immediately preceding financial year (on standalone basis):  <b>Explanations:</b> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<b>S. No.</b>	<b>Particulars</b>	<b>FY 2024-25 (in ₹ Crore)</b>
		1.	Turnover	5,432.80
		2.	Profit/(Loss) After Tax	(976.16)
		3.	Net worth	998.22

**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.)	<p>Proposed transactions inter-alia include 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, reimbursement of expenses, including corporate cost allocations.</p> <p>Other expected RPTs being miscellaneous in nature and being less than 10% of the Materiality threshold in each case, in terms of Regulation 23 of the SEBI LODR.</p>
2.	Details of each type of the proposed transaction	<p>The transactions majorly include:</p> <ul style="list-style-type: none"> <li>Concession Fees to be paid by the Company to DIAL towards grant of Concession to carry on Duty-Free and Cargo Terminal Operations at the Delhi International Airport.</li> <li>Rent/Licence Fees and Common Area Maintenance (CAM) being paid to DIAL.</li> <li>Electricity, Water, and Other Charges being paid to DIAL.</li> <li>Security Deposits paid/payable to DIAL towards the above referred Concession.</li> <li>Reimbursement of expenses from DIAL, including corporate cost allocations.</li> <li>Other current or expected RPTs being Miscellaneous in nature and being less than 10% of the Materiality threshold in each case, in terms of Regulation 23 of the SEBI LODR.</li> </ul> <p>All transactions are based on existing Concessions, lease and other agreements, and are considered to be in ordinary course and conducted at arms' length.</p>
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 being sought for the FY 2025-26, i.e., for 1 FY.
4.	Whether omnibus approval is being sought?	Yes. While approval is being sought for specific RPTs upto ₹ 1,585.39 Crores, as per details provided, omnibus approval is being sought for an additional ₹ 114.61 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.	<p>While the estimate is of ₹ 1,585.39 Crores, seeking approval of shareholders for value upto ₹ 1,700 Crores, to cover any unforeseen increase and any unforeseen RPT(s).</p> <p>Further, approval of Members of the Company is being sought for the FY 2025-26.</p>
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 retail, cargo, and other Airport Adjacency services.



Sl. No.	Particulars of the information	Information provided by the management
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i></p>	<p>The following Board members of the Company are also on the Board of DIAL:</p> <ul style="list-style-type: none"> <li>- Mr. G M Rao, Chairman</li> <li>- Mr. G.B.S. Raju, Vice Chairman</li> <li>- Mr. Grandhi Kiran Kumar, MD &amp; CEO</li> <li>- Mr. Srinivas Bommidala, Director</li> <li>- Dr. Emandi Sankara Rao, Independent Director</li> <li>- Mr. A Subba Rao, Independent Director</li> <li>- Ms. Bijal Tushar Ajinkya, Independent Director</li> <li>- Mr. M. Ramachandran, Independent Director</li> <li>- Mr. Prabhakara Rao Indana, Executive Director</li> </ul> <p>However, none of the Promoters, Directors or KMPs have interest in this transaction, except to the extent of their Directorships and Shareholding, if any.</p>
	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,
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	<p>The transactions as mentioned above are existing continuing transactions which when originally entered into were evaluated by the Audit Committee for Arms' Length basis, including in certain cases through bidding process and in certain other cases through independent probity reports.</p> <p>Any unforeseen transactions, if entered into by the Company will be evaluated by the Audit Committee.</p>
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.	<p>The Company was awarded the Concessions for Cargo and Duty-free operation referred above through a transparent bidding process followed by DIAL.</p> <p>Further, all the transactions referred above were entered into at arm's length basis after evaluation/approval of the Audit Committee.</p>
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:	NA
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA



**(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.	Not applicable, since the above referred transactions were approved by the Audit Committee prior to applicability of the RPT Industry Standards, i.e., September 1, 2025.
2.	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.	

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

Sd/-  
**T. Venkat Ramana**  
(Company Secretary & Compliance Officer)  
(ACS 13979)

Place: New Delhi  
Date: August 21, 2025

**Registered Office:**  
**GMR Airports Limited**  
CIN: L52231HR1996PLC113564  
Unit No. 12, 18<sup>th</sup> 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 29<sup>th</sup> Annual General Meeting to be held on Monday, September 29, 2025 [Pursuant to Regulations 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]**

Name of the Director	Mr. Grandhi Kiran Kumar	Mr. Srinivas Bommidala
Director Identification Number (DIN)	00061669	00061464
Age	49 years	62 years
Qualification	Graduate in Commerce	Graduate in Commerce
Brief resume of the Director and other details viz. qualifications, experience/ expertise	<p>Mr. Grandhi Kiran Kumar is a Managing Director designated as "Managing Director &amp; CEO" of the Company and has been on the Company's Board of Directors since 1999. He has successfully spearheaded the setting up of the Greenfield Hyderabad Airport and the development and modernization of the Delhi Airport, two major public-private partnership project. Subsequently, he led Group's Highways, Construction, SEZs and allied businesses (excluding airports SEZ) and sports divisions. Currently, he is Corporate Chairman of GMR Group and is overseeing Group's finance and Corporate Strategic Planning functions in addition to leading the Group's sports business.</p> <p>Few of his major contributions/ milestones achieved during the last few years are listed below:-</p> <ul style="list-style-type: none"> <li>-Successfully completed the demerger of non-airport businesses of the Company into a separate listed entity and there by ensured separate growth paths for both the businesses.</li> <li>-Strategic decisions like churning of the Company's investments in subsidiaries/ associates, fund raising initiatives, negotiating and settling various claims and obligations of the Company by following the due legal process.</li> <li>-Strengthening of the Airport platform through a Merger of erstwhile GMR Airports Limited into the Company and thereby bringing the operating airport companies closer to the listed company, besides simplifying the corporate structure.</li> <li>-Strategic directions towards all major business proposals, investment and strategic business partnerships.</li> </ul>	<p>Mr. Srinivas Bommidala is one of the first directors of the Company. He is associated with the GMR Group since 1996. He led the setting up of India's first PPP power project in Chennai. This project with slow speed diesel technology was the world's largest diesel engine power plant under one roof situated at Chennai in the southern part of India. He was also instrumental in implementing the combined cycle gas turbine power project in Andhra Pradesh. Together with the founder Chairman Mr. G.M. Rao, Mr. Srinivas Bommidala spearheaded the GMR group's energy business.</p> <p>When the Government decided to modernise and restructure Delhi Airport under a public private partnership scheme in 2006, he became the first Managing Director of this venture and successfully handled the transition process from a public owned entity to a public private partnership enterprise. In 2007 he took over as the Chairman of Urban Infra &amp; Highways, Construction, SEZ and Airport Property Development Businesses. During this period, GMR Highways emerged as one of the largest National Highway Developer in the country. From 2012 to 2017, he served as the Chairman of Airports business, during which period, GMR emerged as amongst the top five airport developers in the world and expanded its portfolio comprising of Delhi, Hyderabad, Cebu (Philippines) &amp; Crete (Greece).</p> <p>Currently he is the Business Chairman responsible for the Energy business of the GMR Group and also for the International Airport business of the GMR Group.</p> <p>He entered his family tobacco export business in 1982 and subsequently led the diversification into new businesses such as aerated water bottling plants, etc., and was also in charge of international marketing and management.</p>
Date of first appointment on the Board	July 27, 1999	May 10, 1996



Name of the Director	Mr. Grandhi Kiran Kumar	Mr. Srinivas Bommidala
Shareholding in the Company	8,73,160 (including the shares held as Karta of HUF & Trustee)	4,52,660 (including the shares held as Karta of HUF & Trustee)
Directorships and Committee membershipsheld in other companies	Given hereunder as (a)	Given hereunder as (b)
Inter-se relationships between - Directors - Key Managerial Personnel (KMP)	Mr. Grandhi Kiran Kumar is the younger son of Mr. G. M. Rao, brother of Mr. G.B.S. Raju and brother-in-law of Mr. Srinivas Bommidala. There is no other inter-se relationship with other directors and KMP of the Company.	Mr. Srinivas Bommidala is the son-in-law of Mr. G. M. Rao, brother-in law of Mr. G.B.S. Raju and Mr. Grandhi Kiran Kumar. There is no other inter-se relationship with other directors and KMP of the Company.
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. Grandhi Kiran Kumar, 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, the Members at the 28 <sup>th</sup> Annual General Meeting of the Company and the Ministry of Corporate Affairs, Central Government. Mr. Grandhi Kiran Kumar was duly re-appointed as Managing Director of the Company and designated as "Managing Director & CEO" for a period of 3 (three) years with effect from July 28, 2024 to July 27, 2027, liable to retire by rotation, on terms stated in the notice of 28 <sup>th</sup> Anual General Meeting of the Company.  <b>Remuneration to be Paid –</b> Same as already approved by the Board of Directors and the Members at the 28 <sup>th</sup> Annual General Meeting of the Company.	Being a Director liable to retire by rotation and being longest in office, Mr. Srinivas Bommidala, is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for re- appointment.  <b>Remuneration to be Paid-</b> Entitled to sitting fees for attending Board and Committee Meetings
Remuneration Last Drawn for FY 2024-25	₹ 4,59,54,775*	₹ 1,39,54,472*
Number of Board Meetings attended during the year 2024-25	Five (5)	Five (5)
Name of Listed entities from which the Director has resigned in the past three years.	Nil	Nil

\*includes remuneration paid by erstwhile GMR Airports Limited before the effectiveness of the Scheme of Merger.



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

S. No.	Name of Companies (Directorship)*	Membership/Chairmanship of Committees of the Board*
1.	GMR Power and Urban Infra Limited	Management Committee (Member) Risk Management Committee (Chairman)
2.	GMR Hyderabad International Airport Limited	NIL
3.	GMR Varalakshmi Foundation	NIL
4.	Delhi International Airport Limited	Stakeholders Relationship Committee (Chairman) Nomination & Remuneration Committee (Member)
5.	GKR Holdings Private Limited	NIL
6.	JSW GMR Cricket Private Limited (formerly known as "GMR Sports Private Limited")	NIL
7.	GMR Goa International Airport Limited	NIL
8.	GMR Hyderabad Aerotropolis Limited	NIL
9.	GMR Enterprises Private Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member) Management Committee (Member)
10.	GMR Technologies Private Limited	NIL
11.	GMR Energy Limited	Securities Allotment Committee (Member)
12.	GMR Sports Venture Private Limited	NIL
13.	GMR Visakhapatnam International Airport Limited	NIL
14.	GMRIT Foundation	NIL

- (b) Names of other entities in which **Mr. Srinivas Bommidala** 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	Nomination & Remuneration Committee (Member)
2.	Delhi International Airport Limited	NIL
3.	GMR Kamalanga Energy Limited	Management Committee (Member)
4.	GMR Power and Urban Infra Limited	Management Committee (Member) Risk Management Committee (Member) Environment, Social and Governance Committee (Chairman)
5.	Bommidala Exports Private Limited	NIL
6.	GMR Hyderabad International Airport Limited	NIL
7.	GMR Enterprises Private Limited	Management Committee (Member)
8.	BSR Holdings Private Limited	NIL
9.	AMG Healthcare Destination Private Limited	Audit Committee (Member)
10.	GMR Energy Limited	Management Committee (Member) Securities Allotment Committee (Member)
11.	Varalakshmi Sports Private Limited	NIL
12.	GMR Varalakshmi Foundation	NIL
13.	GMRIT Foundation	NIL

Note: \*Foreign entities not considered.



**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.  
 Ph: +91 124 6637750  
 Web: [www.gmraero.com](http://www.gmraero.com) E-mail: [Gal.cosecy@gmrgroup.in](mailto:Gal.cosecy@gmrgroup.in)

**SHAREHOLDERS' FEEDBACK FORM**

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

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

You may also fill the feedback form online, which is available on the website of the Company [www.gmraero.com](http://www.gmraero.com)

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

Address: .....

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

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

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

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

Your comments and suggestions, if any .....

.....

.....

.....

.....