



January 24, 2025

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

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

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

Please find enclosed herewith a copy of the Postal Ballot Notice ("Notice") dated January 24, 2025, pursuant to the Regulation 30 of the SEBI LODR, which is being sent to the members of the Company for seeking their approval by remote e-voting process ("e-voting") for entering into following material related party transactions, by way of Ordinary resolution(s):

- 1 To Approve Material Related Party Transaction of providing Corporate Guarantee for the credit facilities being availed by GMR Agra Smart Meters Limited from Indian Renewable Energy Development Agency Limited ("IREDA").
- 2 To Approve Material Related Party Transaction of providing Corporate Guarantee for the credit facilities being availed by GMR Kashi Smart Meters Limited from Indian Renewable Energy Development Agency Limited ("IREDA").
- 3 To Approve Material Related Party Transaction of providing Corporate Guarantee for the credit facilities being availed by GMR Triveni Smart Meters Limited from Indian Renewable Energy Development Agency Limited ("IREDA").
- 4 To Approve Material Related Party Transaction of providing Corporate Guarantee for refinancing of the existing credit facilities to be availed by GMR Warora Energy Limited.
- 5 To Approve Material Related Party Transaction of providing corporate guarantee for credit facilities to be availed by GMR Kamalanga Energy Limited.

Notice through electronic mode will be sent to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, January 17, 2025 (Cut-off date), seeking their approval as set out in the Notice.

The remote e-voting will commence from Saturday, January 25, 2025 (9:00 a.m. IST) and shall end on Sunday, February 23, 2025 (5:00 p.m. IST). The resolution if passed by requisite majority, shall be deemed to have been passed on February 23, 2025 i.e last day of the e-voting period. The results of the postal ballot will be announced on or before Tuesday, February 25, 2025.

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

GMR Power & Urban Infra Limited

Corporate Office: New Udaan Bhawan, Opp. Terminal 3, Indira Gandhi International Airport, New Delhi - 110 037
Registered Office: Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase- III, Gurugram- 122002, Haryana, India

CIN L45400HR2019PLC125712 **T** +91 124 6637750, **E** GPUI.LCS@gmrgroup.in **W** www.gmrpui.com



Request you to please take the same on record.

For GMR Power and Urban Infra Limited

**Vimal Prakash
Company Secretary &
Compliance Officer**

Encl: as above



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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each as amended and other applicable laws and regulations read with the General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being, General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), that the resolution set out below are proposed to be passed by the members of GMR Power and Urban Infra Limited (hereinafter referred to as "**the Company**") by means of Postal Ballot (**only through remote e-voting process**).

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

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

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the provisions of Section 108 and 110 of the Act read with the Rules, SS-2 as amended from time to time, and in accordance with MCA Circulars, the Company has extended only remote e-voting facility to the Members (whether holding shares in physical or in dematerialised form) to enable them to exercise their right to vote on the matters included in the notice of Postal Ballot, electronically i.e., through remote e-voting instead of submitting the Postal Ballot form. The remote e-voting period commences on Saturday, January 25, 2025 (9:00 a.m. IST) and ends on Sunday, February 23, 2025 (5:00 p.m. IST). The instructions for remote e-voting are appended to this postal ballot notice and members are requested to read it carefully and follow the same.

Members desiring to exercise their vote by postal ballot can send their assent or dissent through the remote e-voting process before the close of working hours (5:00 p.m. IST) on Sunday, February 23, 2025. The remote e-voting facility will be disabled immediately thereafter.

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

The Scrutinizer will submit his report to the Chairman of the Board of Directors, or any person authorised by him, after the completion of the scrutiny. The Chairman or person authorised by him will announce the results of the Voting by Postal Ballot (through the remote e-voting process), on or before `Tuesday, February 25, 2025 and result along with the Scrutinizer's Report will be hosted on the Company's website <https://investor.gmrpui.com//> and KFin Technologies Limited's e-voting website i.e. <https://evoting.kfintech.com> besides communicating to the Stock Exchanges where the Company's equity shares are listed. The result shall also be displayed on the notice board at the Registered Office of the Company situated at Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase- III, Gurugram, Haryana - 122002, as well at the Corporate Office of the Company situated at New Udaan Bhawan, Opposite Terminal 3, Indira Gandhi International Airport, New Delhi-110037.

The proposed resolutions, if approved by requisite majority, will be taken as passed effectively on the last date of voting i.e., Sunday, February 23, 2025.

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

SPECIAL BUSINESS:

Item No. 1:

To Approve Material Related Party Transaction of providing Corporate Guarantee for the credit facilities being availed by GMR Agra Smart Meters Limited from Indian Renewable Energy Development Agency Limited ("IREDA").

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc) and Regulation 23(1) & (4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act"), if any read with rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transaction ("RPT Policy") and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Company for entering into a related party transaction by way of providing Corporate Guarantee for the credit facilities being availed by GMR Agra Smart Meters Limited, a step down subsidiary of the Company to an extent of Rs. 687.26 Crore from Indian Renewable Energy Development Agency Limited ("IREDA") in one or more tranches and on such terms & conditions as per the details set out in the explanatory statement annexed to the Notice of this Postal Ballot.

RESOLVED FURTHER THAT the Board (which shall include any Committee of Board) or any person authorised by the Board be and is hereby authorised to do 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, undertaking, 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."

Item No. 2:

To Approve Material Related Party Transaction of providing Corporate Guarantee for the credit facilities being availed by GMR Kashi Smart Meters Limited from Indian Renewable Energy Development Agency Limited ("IREDA").

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc) and Regulation 23(1) & (4) and other applicable Regulations of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act"), if any read with rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transaction ("RPT Policy") and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Company for entering into a related party transaction by way of providing Corporate Guarantee for the credit facilities being availed by GMR Kashi Smart Meters Limited, a step down subsidiary of the Company to an extent of Rs. 776.72 Crore from Indian Renewable Energy Development Agency Limited ("IREDA") in one or more tranches and on such terms & conditions as per the details set out in the explanatory statement annexed to the Notice of this Postal Ballot.

RESOLVED FURTHER THAT the Board (which shall include any Committee of Board) or any person authorised by the Board be and is hereby authorised to do 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, undertaking, 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."

Item No. 3:

To Approve Material Related Party Transaction of providing Corporate Guarantee for the credit facilities being availed by GMR Triveni Smart Meters Limited from Indian Renewable Energy Development Agency Limited ("IREDA").

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc) and Regulation 23(1) & (4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act"), if any read with rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transaction ("RPT Policy") and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Company for entering into a related party transaction by way of providing Corporate Guarantee for the credit facilities being availed by GMR Triveni Smart Meters Limited, a step down subsidiary of the Company to an extent of Rs. 664.13 Crore from Indian Renewable Energy Development Agency Limited ("IREDA") in one or more tranches and on such terms & conditions as per the details set out in the explanatory statement annexed to the Notice of this Postal Ballot.

RESOLVED FURTHER THAT the Board (which shall include any Committee of Board) or any person authorised by the Board be and is hereby authorised to do 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, undertakings, 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.”

Item No. 4:

To Approve Material Related Party Transaction of providing Corporate Guarantee for refinancing of the existing credit facilities to be availed by GMR Warora Energy Ltd.

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

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc) and Regulation 23(1) & (4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”), if any read with rules made thereunder, other applicable laws/ statutory provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transaction (“RPT Policy”) and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Company for entering into a related party transaction by way of providing of Corporate Guarantee/Letter of Comfort or any other undertakings/incidental support in favour of Rural Electrification Corporation Limited or any other lender (“Lender”) for the proposed re-financing of existing credit facilities to be availed by GMR Warora Energy Limited, a subsidiary of the Company amounting upto Rs. 2570 Crore on such terms & conditions as per the details set out in the explanatory statement annexed to the Notice of this Postal Ballot.

RESOLVED FURTHER THAT the Board (which shall include any Committee of Board) or any person authorised by the Board be and is hereby authorised to do 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.”

Item No. 5:

To Approve Material Related Party Transaction of providing corporate guarantee for credit facilities to be availed by GMR Kamalanga Energy Ltd.

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

RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc) and Regulation 23(1) & (4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act"), if any read with rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transaction ("RPT Policy") and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Company for entering into a related party transaction by way of providing of Corporate Guarantee for an amount up to Rs. 1650 Cr. /Letter of Comfort or any other undertaking/incidental support for the refinancing of the existing or any fresh loans to be availed by GMR Kamalanga Energy Ltd. on such terms & conditions as per the details set out in the explanatory statement annexed to the Notice of this Postal Ballot.

RESOLVED FURTHER THAT the Board (which shall include any Committee of Board) or any person authorised by the Board be and is hereby authorised to do 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
For GMR Power and Urban Infra Limited**

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

Place: New Delhi

Date: January 24, 2025

Registered Office:

GMR Power and Urban Infra Limited

(CIN L45400HR2019PLC125712)

T +91 124 6637750, E: GPUIL.CS@gmrgroup.in;

W: www.gmrpui.com

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

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

NOTES:

1. Explanatory Statement for the proposed resolution mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts and additional information as required under the SEBI Listing Regulations/Circulars is appended below to this notice.
2. The notice of postal ballot is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on Friday, January 17, 2025 ("Cut-off date") and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("KFintech").
3. Eligible Members who have registered their email address and not received Postal Ballot notice, User-Id and password for remote e-voting may, write an email to GPUIL.CS@gmrgroup.in with subject as "Postal Ballot Notice" and obtain the same. For Members who have not registered their email address and in consequence the Postal Ballot Notice could not be serviced, may temporarily get their email address registered with KFintech by following the instructions given under Note No. 8C below.
4. Members whose names appear on the Register of Members/ List of Beneficiary Owners as on Friday, January 17, 2025, (Cut-off Date) will be considered for the purpose of e-voting. A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, MCA Circulars and in compliance with Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, ("SEBI Master Circular") and SS-2, Members are provided with the facility to cast their vote electronically. For this purpose, the Company has engaged KFintech for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
6. Voting rights shall be reckoned in proportion to the shareholding of the paid-up value of the shares registered in the name of the Members/ Beneficial Owners as on the Cut-off date.
7. The e-voting process commences on Saturday, January 25, 2025 (9:00 a.m. IST) and ends on Sunday, February 23, 2025 (5:00 p.m. IST). The remote e-voting module shall be disabled by KFintech for remote e-voting thereafter. Once the vote on a Resolution is cast by an equity shareholder, the equity shareholder shall not be allowed to change it subsequently.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Members already registered for NSDL Internet Based Demat Account Statement (IDeAS) facility;</p> <ul style="list-style-type: none"> • Please visit the following URL https://eservices.nsd.com. • Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. • A new screen will prompt and you will have to enter your User ID and Password. • Post successful authentication, click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. • Click on company name or e-Voting service provider name i.e., Kfintech and you will be re-directed to Kfintech website for casting your vote during the remote e-voting period or

Type of shareholders	Login Method
	<p>joining virtual meeting & voting during the meeting.</p> <p>2. Members who have not registered for IDeAS facility, may follow the below steps;</p> <ol style="list-style-type: none"> i. To register for IDeAS facility visit the URL at https://eservices.nSDL.com ii. Click on “Register Online for IDeAS” or for direct registration click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp iii. On completion of the registration formalities, follow the steps provided above. <p>3. Members may alternatively vote through the e-voting website of NSDL in the following manner;</p> <ol style="list-style-type: none"> i. Visit the following URL: https://www.evoting.nSDL.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii. Members to enter User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code shown on the screen. iv. Post successful authentication, you will be redirected to NSDL IDeAS site wherein you can see e-Voting page. v. Click on company name or e-Voting service provider name i.e., Kfintech and you will be redirected to Kfintech website for casting your vote
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Members already registered for Easi/Easiest facility may follow the below steps;</p> <ol style="list-style-type: none"> i. Visit the following URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com

Type of shareholders	Login Method
	<ul style="list-style-type: none"> ii. Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: www.cdslindia.com) iii. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available. iv. Click on Company name or e-voting service provider name i.e. Kfintech to cast your vote. <p>2. Members who have not registered for Easi/Easiest facility, may follow the below steps;</p> <ul style="list-style-type: none"> i. To register for Easi/Easiest facility visit the URL https://web.cdslindia.com/myeasi./Registration/EasiRegistration at ii. On completion of the registration formality, follow the steps mentioned above. <p>3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:</p> <ul style="list-style-type: none"> i. Visit the following URL: www.cdslindia.com ii. Enter the demat account number and PAN iii. Enter OTP received on mobile number and email registered with the demat account for authentication. iv. Post successful authentication, the member will receive links for the respective e-voting service provider i.e. Kfintech where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ul style="list-style-type: none"> 1. Members may alternatively log-in using the credentials of the demat account through their Depository Participant(s) registered with NSDL/CDSL for the e-voting facility.

Type of shareholders	Login Method
	<p>2. On clicking the e-voting icon, members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication.</p> <p>3. Members may then click on Company name or e-voting service provider name i.e., Kfintech and will be redirected to Kfintech website for casting their vote.</p>

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e., User ID and Password). In case of physical folio, User ID will be EVEN (e-Voting Event Number) XXXX, followed by folio number. Your Folio No./DP ID-Client ID will be your User ID. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote.
- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT', i.e., Postal Ballot- GMR Power and Urban Infra Limited .
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under 'FOR/AGAINST' or, alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option 'ABSTAIN'. If you do not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Equity shareholders holding multiple folios/demat accounts may choose the voting process separately for each folio/demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your

vote. During the voting period, you can login any number of times till you have voted on the Resolution.

- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., duly authorising their authorized representative(s) to cast vote on its behalf and to vote through remote e-voting to the Scrutinizer at his e-mail ID compliance@sreedharancs.com with a copy marked to evoting@kfintech.com and to the Company at GPUIL.CS@gmrgroup.in. The file scanned image of the Board Resolution/Authority Letter should be in the naming format "Corporate Name_ EVEN no." In case if the authorized representative casts vote, the above mentioned documents shall be submitted before or at the time of casting the vote.

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

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

- I. The process for registration of email address with Kfintech for receiving the Notice of Meeting and login ID and password for e-voting is as under:
 - a) Visit the link:
<https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
 - b) Select the Company name viz. GMR Power and Urban Infra Limited.
 - c) Enter the DP ID & Client ID (in case shares are held in electronic form)/ Physical Folio No. and Share Certificate No. (in case shares are held in physical form) and PAN details.
 - d) Enter your email address and mobile number.
 - e) The system will then confirm the email address for receiving this Notice.
 - f) System will validate DP ID – Client ID/Folio No. and PAN or Share Certificate No., as the case may be, and send OTP at the registered mobile number as well as email address for validation.
 - g) Enter the OTPs received by SMS and email to complete the validation process.

- h) Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
- II. Alternatively, member may send an email request at the email id e-voting@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the notice of postal ballot and the e-voting instructions.
- III. Please follow all steps from Note. No. 8(B) above to cast your vote by electronic means.

9. Other Instructions:

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

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXX1234567890 (XXXX being EVEN)
 - (b) If email address or mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.kfintech.com>, the equity shareholder may click 'Forgot Password' and enter Folio No. or DP ID-Client ID and PAN to generate a password.
- III. Registration of e-mail address permanently with Company / Depository Participant(s): In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses:
 - a) with the Depository Participant (in case of Shares held in dematerialised form);

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

IV. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com>. For any grievances related to e-voting, please contact Mr. G. Ramdas, Senior Manager, KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032 at e-mail: evoting@kfintech.com, Toll Free No: 1800-309-4001.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, Bank Mandate details, etc., to their Depository Participant(s) in case the shares are held in electronic form 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.gmrpui.com> and is also available at the website of the RTA at <https://ris.kfintech.com/clientservices>.

11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website at <https://investor.gmrpui.com> and on the website of RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx#isc>

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

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

14. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be: -
- a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the updated Bank Account in India.
15. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company from the circulation of this notice during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. to 1:00 p.m. up to the last date of e-voting i.e. Sunday February 23, 2025.

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

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

Item No. 1 to 3:

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

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

GMR Smart Electricity Distribution Private Limited ("GSEDPL") is a wholly owned subsidiary of GMR Power and Urban Infra Limited ("GPUIL" or "the Company". GSEDPL had won three tenders for installation of smart meters by UP DISCOMS for installation of 75.69 Lakhs smart meters as under in consortium with Bosch Global Software Technologies Private Limited ('BOSCH') as Technical Partner.

DISCOMs	PuVVNL		DVVNL
Region	Varanasi and Azamgarh	Prayagraj and Mirzapur	Agra-Aligarh
No. of Meters	27.31 lakh	22.86 lakh	25.52 lakh
Total	75.69Lakh Smart Meters		

As per, one of the requirement of Request for proposal ('RFP'), three Project SPVs were incorporated by GSEDPL for respective projects namely:-

1. GMR Kashi Smart Meters Limited; and
2. GMR Triveni Smart Meters Limited
3. GMR Agra Smart Meters Limited;

The cost of the entire project is Rs. 3467.02 crore and which is proposed to be funded in mix of debt, equity and internal accrual. In order to meet the funding requirement of the project with debt portion, GSEDPL along with its Project SPVs had approached Indian Renewable Energy Development Agency Limited ('IREDA') for providing the debt facilities for smart meter projects. IREDA has agreed to provide the debt facility and sanctioned the total project loan of Rs. 2128 crore, across all three projects.

In terms of the sanction letters issued by IREDA to project SPVs, one of the pre-disbursement conditions is to secure the obligations of Project SPVs by way of corporate guarantee of the Company being Ultimate Holding Company of the Project SPVs.

Being the Holding Company and the support required to be extended to its subsidiaries the proposed transaction is in the ordinary course of business of the Company and in the interest of the company and its subsidiaries

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

Based on the approval of the Audit Committee for the related party transaction and subsequent approval of Management Committee as per the delegation granted by the Board of directors, the Company had provided corporate guarantee for Rs. 440 Crore (Rupees four hundred forty crore) for each Project SPVs, thereupon IREDA disbursed initial tranche of loan.

Further, in order to enable the project SPVs to avail balance amount of loan, the Company is required to provide Corporate guarantee for the balance amount which would require the prior approval of shareholders under Listing Regulations being material related party transactions.

The Board of Directors has recommended the below proposal to the shareholder approval of shareholders by way of Ordinary Resolution.

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

None of the Directors, Key Managerial Personnel ("KMPs") and/or their respective relatives, is in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution mentioned in this Postal Ballot Notice.

The approval of the Members is being sought under Regulation 23 of Listing Regulations, for Material RPT as set out below.

Item No. 4:

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

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

GMR Warora Energy Ltd ("GWEL") is a subsidiary of the Company which is operating 2x300 MW thermal power project located in Warora district of State of Maharashtra.

During the project implementation stages, GWEL had availed loans from various Banks. While the debt servicing was being made as per the agreed terms, however, thermal power plant of GWEL had encountered several disruptions due to non-renewal of DNH PPA in 2020 & further was impacted by COVID-19 that resulted in intensified financial stress the then total outstanding amount of term loan was Rs. 2,914 Crore and interest of Rs. 259 Crore.

In order to overcome the situation of the financial stress, GWEL had entered into definitive agreements (pursuant to master restructuring agreement) with its lenders to restructure its debt by way of Resolution Plan ("RP)" effective from April 1, 2021 under RBI guidelines pertaining to Prudential Framework for Resolution of Stressed Assets dated June 07, 2019.

The implementation of the resolution plan brought certain relief to GWEL in terms of reduction of their debt obligations, interest moratorium benefits & reduction of rate of interest etc.

The consortium lenders have imposed certain restrictive covenants including cash sweep, right to recompense etc. as a part of the Resolution Plan.

Current Status of Projects

As on the current date total amount of Rs. 2567.48 crore (comprising of term loan, NCD, OCD etc.) is outstanding to the lender Banks.

GWEL in order to better the current terms of borrowing, including the covenants, overcome the situation arising out of the restrictive clauses of the master restructuring agreement as imposed by the lenders, is exploring refinancing options from various Banks/ financial institutions. Such refinancing would result in removal of restrictive covenants and also enable GWEL to utilize free cash in a more efficient manner.

In this regard, negotiations with REC Limited is in advanced stage which has agreed for refinancing (subject to detailed appraisal and approval of their sanctioning authorities) the outstanding term loan / NCD / OCD.

As per the terms of the ongoing negotiations with REC Limited and other lenders, the refinancing of loan would require the corporate guarantee of GPUIL.

Accordingly, in order to enable GWEL to avail refinancing of loan from REC Limited or other lenders, the Company is required to furnish Corporate guarantee in favour of its identified lender. Approval is being sought to furnish corporate guarantee upto the limit of current outstanding loan amounts i.e. upto Rs. 2570 Crore

However, the proposed transaction of providing of Corporate Guarantee/Letter of Comfort or any other undertaking/incidental support in favour of Rural Electrification Corporation Limited or any other lender ("Lender") would be in excess of 10% of the consolidated turnover of the Company for the financial year 2023-24 and accordingly approval of the Members is sought for the proposed Material RPTs.

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

The Board of Directors has recommended the below proposal to the shareholder approval of shareholders by way of Ordinary Resolution.

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

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

Item No. 5:

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

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

GMR Kamalanga Energy Ltd ("GKEL") is a step down subsidiary of the Company which is operating a 3x350 MW coal based thermal power plant in district Dhenkanal, Odisha. The plant is operational for more than 10 (ten) years.

During the project implementation stage, GKEL had availed loan from various banks/ Financial institutions and total outstanding loan as on date is ~Rs. 2700 crore supported by the Corporate guarantees provided by GMR Energy Limited and the Company to aggregate upto Rs. 1000 crore.

In view of improved operational & financial performance in the recent past, and improved credit rating, GKEL is seeking refinancing of the existing loan along with top up loan of ~ Rs. 1650 crore to meet the emerging business requirements and other corporate purposes. The refinancing is aimed at reduction in cost of borrowing,

and release of shareholder's funds infused by GPUIL and other group entities.

For the purpose of refinancing (existing loan plus Top up/fresh loan), negotiations with multiple lenders, is in advanced stage. As per the terms of the ongoing negotiations with prospective lenders, sanction of the additional credit facility would require the corporate guarantee/letter of comfort of GPUIL to the extent of Rs. 1650 Crore and any other undertaking/incidental support / comfort required for the refinancing as well as top up facilities. Accordingly, in order to enable GKEL to avail refinancing of existing loan along with additional credit facility from potential lender, the Company may be required to issue Corporate guarantee in favour of the lender.

It may be noted that in terms of the ongoing negotiations with the potential lenders, subsequent to the issuance of fresh corporate guarantee of Rs. 1650 crore by the Company for the Top up loan, the corporate guarantee provided by the Company and GMR Energy Limited to the extent of Rs. 1000 crore for securing the existing loans from banks/financial institutions would fall off.

However, the proposed transaction of providing of Corporate Guarantee/Letter of Comfort or any other undertaking/incidental support in favour of the proposed lender of GKEL would be in excess of 10% of the annual consolidated turnover of the Company for the financial year 2023-24 and accordingly approval of the Members may be sought for the proposed Material RPTs.

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

The Board of Directors has recommended the below proposal to the shareholder approval of shareholders by way of Ordinary Resolution.

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

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

The approval of the Members is being sought for Resolutions nos. 1 to 5 for Material RPTs set out below. The details as required under Regulation 23 of Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are set forth below:

Sl. No.	Particulars	Resolution Nos.		
		Item No. 1 to 3	Item No. 4	Item No. 5
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);	<p>Name of the Parties to transaction:</p> <p>i. GMR Agra Smart Meters Limited (GASML);</p> <p>ii. GMR Kashi Smart Meters Limited (GKSML); and</p> <p>iii. GMR Triveni Smart Meters Limited (GTSML)</p> <p>Relationship with GPUIL:</p> <p>GASML, GKSML and GTSML are Subsidiaries of the Company.</p>	<p>Name of the Parties to transaction:</p> <p>GMR Warora Energy Limited (GWEL)</p> <p>Relationship with GPUIL:</p> <p>GWEL is a Subsidiary of the Company.</p>	<p>Name of the Parties to transaction:</p> <p>GMR Kamalanga Energy Limited (GKEL)</p> <p>Relationship with GPUIL:</p> <p>GKEL is a Subsidiary of the Company.</p>
2.	Type, material terms and particulars of proposed transactions	<p>Providing of Corporate Guarantee in favour of Lender ("IREDA") for securing credit facilities being availed by GASML, GKSML and GTSML, Subsidiaries for an amount aggregating upto Rs. 2,128.12 crore.</p> <p>GPUIL will provide Corporate Guarantee for whole credit facility amount and which will be released upon commissioning of the project (COD).</p>	<p>Providing of Corporate Guarantee/Letter of Comfort for availing credit facility for an amount upto Rs. 2570 crore.</p> <p>Providing any other undertaking/incidental support / comfort required for such refinancing including top up facilities</p>	<p>Providing of Corporate Guarantee/Letter of Comfort for availing credit facility for an amount upto Rs. 1,650 crore.</p> <p>Providing any other undertaking/incidental support / comfort required for such refinancing including top up facilities</p>

3.	Tenure and Value of Transaction	<p>The proposed transaction is for providing Corporate Guarantee to be provided for the entire amount of credit facilities of upto Rs. 2128.12 crore to be availed by GASML, GKSML and GTSML (against individual limits)</p> <p>The whole amount of loan is to be repaid in 23 Structured quarterly instalments to start from 31st March 2027.</p>	<p>The proposed transaction is for providing of Corporate Guarantee for a principal loan amount of upto Rs. 2570 Crore and also to provide any Letter of Comfort/Undertaking by the Company.</p> <p>The Corporate guarantee/undertaking will be co-terminus with the tenure of the loan.</p>	<p>The proposed transaction is for providing of Corporate Guarantee for a principal loan amount of upto Rs. 1650 Crore and also to provide any Letter of Comfort/Undertaking by the Company towards re-financing and top up loans.</p> <p>The Corporate guarantee/ undertaking will be co-terminus with the tenure of the loan.</p>
4.	Percentage of annual consolidated turnover considering F.Y. 2023-24 as the Immediately preceding financial year that is represented by the value of the proposed transaction	<p>1. GMR Agra Smart Meters Limited:15.30%</p> <p>2. GMR Kashi Smart Meters Limited: 17.30%</p> <p>3. GMR Triveni Smart Meters Limited:- 14.79%</p>	~ 57%	~ 37%

5.	Justification as to why RPT is in interest of the Company	<p>GASML, GKSML and GTSML are the subsidiaries of the Company which are engaged in the implementation of the Smart metering project.</p> <p>The Credit facilities being availed by the above subsidiaries shall be utilized towards the implementation of the smart metering project.</p> <p>These subsidiaries are availing the term loan facilities from IREDA which are crucial for the smooth implementation of the projects.</p> <p>The Company being the Ultimate Holding Company of project SPVs therefore providing support in the form of Corporate Guarantee as required by lenders of Project SPVs.</p> <p>Accordingly, the same is in the interest of the Company.</p>	<p>GWEL is a subsidiary of the Company.</p> <p>Such refinancing would result in removal of restrictive covenants of the Master restructuring agreements and also enable GWEL to utilise free cash in a more productive manner</p>	<p>Providing of corporate guarantee by the Company will help GKEL in refinancing of its existing loan and raising of additional credit facility towards emerging business needs and other corporate purposes. This would result in the reduction of rate of interest.</p>
6.	<p>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction</p>	Not Applicable	Not Applicable	Not Applicable

	<p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <ul style="list-style-type: none"> - nature of indebtedness; - cost of funds; and - tenure 			
	<p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p>			
	<p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>			
7.	Copy of valuation or other external report, if any, relied upon in relation to the proposed transaction	Not Applicable	Not Applicable	Not Applicable
8.	Any other information relevant or important for the members to take a decision on the proposed transaction.	Not Applicable	Not Applicable	Not Applicable

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

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

Place: New Delhi
Date: January 24, 2025

Registered Office:

GMR Power and Urban Infra Limited
Unit No. 12, 18th Floor, Tower A, Building No. 5,
DLF Cyber City, DLF Phase- III, Gurugram, Haryana- 122002.
CIN: L45400HR2019PLC125712