GMR AIRPORTS LIMITED
(Formerly GMR Airports Infrastructure Limited)

November 23, 2026

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001
Equity Scrip: 532754
Debt Scrip: 976449, 976601, 977026, 977027, 978133

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

Sub: Notice of the Postal Ballot

Ref: Regulation 30 & 51 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to the Regulation 30 & 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed the Notice of Postal Ballot dated October 28, 2026. The Notice is being sent electronically to all those members whose names appear in the Register of Members or in the list of Beneficial Owners as of the cut-off date, i.e., Tuesday, November 17, 2026, and whose email addresses are registered with KFin Technologies Limited ("KFintech"), the Company's Registrar to an Issue and Share Transfer Agent, or with their respective Depository Participants, for seeking their approval by means of Postal Ballot through remote e-voting only for the following Resolutions:

Item No.	Description
Ordinary Resolution:	
1	Appointment of Mr. Sanjeev Gupta (DIN: 11709171) as an Executive Director of the Company
Special Resolution:	
2	Approval of remuneration payable to Mr. Sanjeev Gupta (DIN: 11709171) on appointment as Executive Director of the Company

The e-voting will commence from Tuesday, November 24, 2026 (09:00 a.m. IST) and shall end on Wednesday, December 23, 2026 (05:00 p.m. IST). The results of the postal ballot will be declared on or before Saturday, December 26, 2026.

The above information will be made available on the website of the Company at www.gmraero.com.

Request you to please take the same on record.

Thanking you,
For GMR Airports Limited

VENKAT RAMANA TANGIRALA
Digitally signed by VENKAT RAMANA TANGIRALA
Date: 2026.11.23 17:09:30 +05'30'

T. Venkat Ramana
Company Secretary &
Compliance Officer

Encl: as above

GMR Airports Limited
CIN: L52231HR1996PLC113564
Regd. Office: Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase– III, Gurugram–122002, Haryana, India
Ph +91 124 6637750,
Email: Gal.Cosecy@gmrgroup.in, Website: www.gmraero.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s) / Shareholder(s),

NOTICE is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws and regulations read with the General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020 and the latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs for holding general meetings / conducting the postal ballot process through e-voting (hereinafter collectively referred to as **"MCA Circulars"**), that the resolution(s) set out below are proposed to be passed by the Members of GMR Airports Limited (hereinafter referred to as "**the Company"**) by means of Postal Ballot (**only through remote e-voting process**).

The Explanatory Statement(s), pursuant to Section 102, 110 and other applicable provisions of the Act read with the Rules made thereunder, the SS-2 and SEBI Listing Regulations, setting out material facts pertaining to the resolution(s) proposed in this Postal Ballot Notice are annexed hereto.

In compliance with Regulation 44 of SEBI Listing Regulations and the provisions of Section 108 and 110 of the Act read with the Rules, the SS-2, as amended, from time to time, and in accordance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Tuesday, November 17, 2026 (`**cut-off date**') and whose e-mail addresses are registered with the Company / RTA / Depositories. Further, 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 Postal Ballot Notice The remote e-voting period commences on Tuesday, November 24, 2026 (09:00 A.M. IST) and ends on Wednesday, December 23, 2026 (05:00 P.M. IST). Members desiring to exercise their vote by postal ballot can do the same by assenting or dissenting through the remote e-voting process during e-voting period. The remote e-voting facility will be disabled immediately thereafter. 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.

In compliance with the provisions of the Act read with the Rules and the SEBI Listing Regulations, the Company has engaged the services of KFin Technologies Limited (`**KFin'**) (the Registrar to the Issue and Share Transfer Agent) as an agency for providing the e-voting facility. This Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited (`**BSE'**) at www.bseindia.com and National Stock Exchange of India Limited (`**NSE'**) at www.nseindia.com and on the website of KFin at www.kfintech.com.

The Board of Directors at its meeting, held on October 28, 2026, has appointed Mr. V Sreedharan (Membership No. FCS 2347; CP No. 833) or failing him Mr. Pradeep Kulkarni, (Membership No. FCS 7260; CP No. 7835), partners of M/s V. Sreedharan & Associates, Practicing Company Secretaries, as a Scrutinizer for conducting the Postal Ballot by way of remote 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 of the votes cast through remote e - voting. The Chairman or person authorised by him will announce the results of the remote e-voting, on or before Saturday, December 26, 2026 and the results along with the Scrutinizer's Report will be hosted on the Company's website https://www.gmraero.com and KFin's e-voting website i.e. https://evoting.kfintech.com besides communicating to the Stock Exchanges where the Company's securities are listed. The result shall also be displayed on the notice board at the Registered Office of the Company situated at Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase– III, Gurugram, Haryana – 122002, as well as at the Corporate Office of the Company situated at New Udaan Bhawan, Opposite Terminal 3, Indira Gandhi International Airport, New Delhi-110037. The proposed resolution(s), if approved by requisite majority, will be deemed to have been passed on the last date of voting, i.e., Wednesday, December 23, 2026.

Members requiring any clarifications on remote e-voting may contact KFin on toll free number : 1800-309-4001 or by email einward.ris@kfintech.com.

Special Business(es):

Item No. 1:

Appointment of Mr. Sanjeev Gupta (DIN: 11709171) as an Executive Director of the Company.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in accordance with the provisions of Section 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("**Act**") read with rules made thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable Company's Policies and the Articles of Association of the Company, Mr. Sanjeev Gupta (DIN: 11709171), who was appointed as an Additional Director in the category of Executive Director by the Board of Directors with effect from October 29, 2026, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in accordance with the provisions of Section 196 and other applicable provisions, if any, of the Act read with rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, SEBI Listing Regulations and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable Company's Policies and the Articles of Association of the Company, and subject to such other statutory / regulatory approvals, permissions and sanctions, if any, required, including that of the Central Government, and subject to such terms, conditions or modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by any of the aforesaid authority(ies), which may be agreed to by the Board, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Sanjeev Gupta (DIN: 11709171), as an Executive Director of the Company, liable to retire by rotation, designated as Deputy Chief Executive Officer of the Company, for a period of 3 (three) years with effect from October 29, 2026 upon such terms and conditions as set out in the Explanatory Statement annexed to this Postal Ballot Notice."

Item No. 2:

Approval of remuneration payable to Mr. Sanjeev Gupta (DIN: 11709171) on appointment as an Executive Director of the Company.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in accordance with the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") read with rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable Company's Policies and the Articles of Association of the Company, and subject to the approval of Members of the Company for appointment of Mr. Sanjeev Gupta (DIN: 11709171), as an Executive Director of the Company, the consent of the Members of the Company be and is hereby accorded for payment of the annual fixed remuneration of INR 3,56,24,202 and a target variable pay of up-to INR 34,75,798 (**"Total Annual Remuneration"**) to Mr. Sanjeev Gupta (DIN: 11709171), as an Executive Director, designated as Deputy Chief Executive Officer of the Company, for a period of 3 (three) years with effect from October 29, 2026.

RESOLVED FURTHER THAT within the aforesaid Total Annual Remuneration, Mr. Sanjeev Gupta shall be entitled to salary, allowances and perquisites, as may be mutually agreed between him and the Company and the valuation of all perquisites shall be as per the applicable provisions of the Income Tax laws for the time being in force in India.

RESOLVED FURTHER THAT in addition to the above Total Annual Remuneration, Mr. Sanjeev Gupta shall also be eligible for annual increments on his Fixed Remuneration and any other allowances, benefits, perquisites admissible to the senior office of the Company, from time to time, as per HR Policy of the GMR Group.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any financial year during the tenure of Mr. Sanjeev Gupta as the Executive Director of the Company, the Company has no profits or has inadequate profits, Mr. Sanjeev Gupta shall be entitled to receive the Total Annual Remuneration as set out above including annual increments on his Fixed Remuneration, as minimum remuneration, subject to other requisite approvals / restrictions, if any.

RESOLVED FURTHER THAT the aforesaid remuneration payable to Mr. Sanjeev Gupta shall be in addition to any remuneration drawn by him, if any, from any other Company.

RESOLVED FURTHER THAT during the aforesaid period of three years and within the overall remuneration amount stated above, the Board of Directors (which term shall include any committee of the Board authorized in this regard) and Managing Director & CEO of the Company, be and are hereby severally authorised to alter and vary the terms and conditions of the aforesaid remuneration as it / he may deem fit in consultation with Mr. Sanjeev Gupta and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors 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."

By order of the Board
For GMR Airports Limited

T. Venkat Ramana
(Company Secretary)
ICSI M. No. - A13979

Date: October 28, 2026
Place: New Delhi

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

NOTES:

1. Explanatory Statement(s), pursuant to the provisions of Section 102, 110 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, the SS-2 and SEBI Listing Regulations, setting out material facts in respect of the proposed resolution(s) mentioned above, are appended below to this Notice.

2. In accordance with the MCA Circulars, the Postal Ballot Notice is being sent to all the Members through electronic mode, 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 Tuesday, November 17, 2026 (**"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 to an Issue and Share Transfer Agent, KFintech.

3. Eligible Members who have registered their email addresses and not received Postal Ballot Notice, User-Id and password for remote e-voting may, write an email to Gal.Cosecy@gmrgroup.in with subject as "Postal Ballot Notice" and obtain the same. For Members who have not registered their email addresses and in consequence, the Postal Ballot Notice could not be serviced, may temporarily get their email addresses 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 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 108, 110 of the Act read with rules made thereunder, MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 as amended (**"SEBI Master Circular"**) and the SS-2 and any amendments thereto, members are provided with the facility to cast their vote on the proposed resolution(s) 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. The instructions for e-voting are provided as part of this Postal Ballot Notice.

6. Voting rights shall be reckoned in proportion to the holding 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 Tuesday, November 24, 2026 (09:00 A.M. IST) and ends on Wednesday, December 23, 2026 (05:00 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	**Members already registered for NSDL Internet Based Demat Account Statement (IDeAS) facility:** Please visit the following URL https://eservices.nsdl.com. Once the home page of e-Services is launched, click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section. A new screen will prompt, and you will have to enter your User ID and Password. Post successful authentication, click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e., KFintech and you will be re-directed to KFintech website for casting your vote during the remote e-voting period. **Members who have not registered for IDeAS facility, may follow the below steps:** To register for IDeAS facility, visit the URL at https://eservices.nsdl.com. Click on **"Register Online for IDeAS"** or for direct registration click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. On completion of the registration formalities, follow the steps provided above. **Members may alternatively vote through the e-voting website of NSDL in the following manner:** Visit the following URL: https://www.evoting.nsdl.com/. Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. Post successful authentication, you will be redirected to NSDL IDeAS site wherein you can see e-Voting page. 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. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Type of shareholders	Login Method
	NSDL Mobile App is available on App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	**Members already registered for Easi/ Easiest facility may follow the below steps:** Visit the following URL: https://web.cdslindia.com/myeasitoken/Home/Login. or www.cdslindia.com. Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: www.cdslindia.com) On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available. Click on Company name or e-voting service provider name i.e., KFintech to cast your vote. **Members who have not registered for Easi/Easiest facility, may follow the below steps;** To register for Easi/Easiest facility visit the URL at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. On completion of the registration formality, follow the steps mentioned above. **Members may alternatively vote through the e-voting website of CDSL in the manner specified below:** Visit the following URL: www.cdslindia.com. Enter the demat account number and PAN. Enter OTP received on mobile number and email address registered with the demat account for authentication. Upon successful authentication, the member will receive a link 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	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. Upon clicking the e-voting icon, members will be redirected to the NSDL / CDSL site, as applicable, on successful authentication.

Type of shareholders	Login Method
	Members may then click on the Company's name or the e-voting service provider's name i.e., KFintech and will be redirected to KFintech's website for casting their vote.

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	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 or 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 **022-62343625, 022-62343626 or 022-62343259.**

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. **The EVEN is 10328**.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 the password change Menu, where you are required to mandatorily change your password. The new password must contain a minimum of 8 characters, including at least one upper case letter (A-Z), one lower case letter (a-z), one numeric digit (0-9) and one special character such as @,#, or $, etc. During your first login, the system will prompt you to change your password and update your

contact details like mobile number, email address etc. Additionally, you may set a secret question and answer of your choice to help 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 it confidential.

v. After updating your password, log in again using the new credentials.

vi. On successful login, the system will prompt you to select the 'EVENT', i.e., Postal Ballot- GMR Airports 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' or 'AGAINST'. 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. 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 appear. Click 'OK' to confirm or 'CANCEL' to modify. Once confirmed, you cannot modify your vote. During the voting period, you may login multiple times until you have cast your vote on the Resolution.

xi. Corporate / Institutional Members (other than Individuals, HUF, NRI etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, 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 Gal.Cosecy@gmrgroup.in.The scanned file of the Board Resolution / Authority Letter should be in the naming format "Corporate Name_ EVEN no." If the authorized representative casts the vote, the above mentioned documents must be submitted before or at the time of voting.

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 addresses and in consequence the e-voting notice could not be serviced, may get their email addresses 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://kprism.kfintech.com/.

b) Enter the Permanent Account Number of the first holder.

c) Enter the OTPs received by SMS and email, to complete the validation process.

d) 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 to e-voting@kfintech.com along with a scanned copy of the signed 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 Postal Ballot Notice and the e-voting instructions.

III. Please follow all steps mentioned in 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 address evoting@kfintech.com (in case of Shares held in physical form).

IV. In case of any queries, please visit Help section and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com. For any grievances related to e-voting, please contact Ms. Sharmila Amin, Relationship Manager, KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 at evoting@kfintech.com, Toll Free No: 1800-309-4001

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

Further, this is to inform that SEBI vide its circular no. HO/38/13/11(2)2026- MIRSD-POD/I/3750/2026 dated January 30, 2026 has opened another special window for a period of one year from February 05, 2026 to February 04, 2027 for re-lodgement of transfer deeds and dematerialisation of physical securities which were sold / purchased prior to April 01, 2019. Shareholders are also requested to note that this window is also available for transfer requests which were submitted earlier but were rejected, returned, or not attended to due to deficiencies in documents, process, or other reasons. 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://www.gmraero.com/investor-relations/shareholders/special-window-relodgement-transfer-requests-physical-shares.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, Bank 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 copy of the share certificate (front and back), self-attested copy of the PAN card and such other self-attested supporting documents as prescribed in the said Form, at einward.ris@kfintech.com. The said form can be downloaded from the Company's website at https://www.gmraero.com/investor-relations and is also available at the website of the RTA at https://ris.kfintech.com/clientservices/isc/isrforms.aspx.

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

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

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

14. 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.

15. 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.

16. 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.

17. 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://www.gmraero.com/investor-relations/smart-odr. Member seeking any information with regard to any queries regarding the Annual Report, may write to the Company at Gal.cosecy@gmrgroup.in.

18. A copy of each of the documents, if any, referred to in the accompanying Explanatory Statement(s) 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 01:00 P.M. up to the last date of e-voting, i.e., Wednesday, December 23, 2026.

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

Item No. 1 & 2:

In accordance with the Articles of Association of the Company ("AOA"), and in view of the internal organizational realignment within Groupe ADP, Groupe ADP has change its nominee on the Board of the Company. Accordingly, Mr. Alexis Benjamin Riols has stepped down as Director of the Company and Mr. Sanjeev Gupta (DIN: 11709171) has been nominated as his replacement.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and in terms of the AOA of the Company, the Board of Directors, at its meeting held on October 28, 2026, approved and recommended to the Members the appointment of Mr. Sanjeev Gupta (DIN: 11709171) as an Additional Director in the category of Executive Director, designated as Deputy Chief Executive Officer, for a term of three (3) years with effect from October 29, 2026, liable to retire by rotation.

Brief profile of Mr. Sanjeev Gupta:

Sanjeev Gupta, aged about 52 Years, brings more than 25 years of international leadership experience across aviation, energy, infrastructure, finance and business management, having held senior positions with GMR Airports, Groupe ADP, Shell, SLB (Schlumberger) and Alma Group. He is responsible for supporting the formulation and execution of business strategies across the airport sector in GMR Group. He holds a master's degree from HEC School of Management, Paris, and has completed an executive education program in Mergers & Acquisitions from INSEAD, France. His broad international experience and leadership across finance, strategy, governance and business operations position him well to contribute to the Company's continued growth and development.

While considering the proposed appointment, the NRC and the Board evaluated the qualifications, skills, knowledge, expertise, leadership capabilities and rich professional experience of Mr. Sanjeev Gupta in finance, mergers and acquisitions, strategic investments, project finance, treasury, infrastructure development and airport sector businesses. The NRC and the Board were of the view that his extensive domestic and international experience, coupled with his deep understanding of aviation, infrastructure and large-scale capital projects, would provide valuable strategic guidance to the Company and contribute meaningfully towards achieving the Company's long-term growth objectives and enhancing stakeholder value.

The Board further believes that the representation of Groupe ADP through Mr. Sanjeev Gupta will further strengthen the strategic relationship between the Company and Groupe ADP, facilitate knowledge sharing, and contribute to the continued growth and development of the Company.

The Company has received declaration from Mr. Sanjeev Gupta (DIN: 11709171) confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and other applicable provisions of the Act and has given his consent for the appointment. Further, the Company has also received a declaration confirming that he meets the criteria as provided in Part I of Schedule V of the Act, except the fact that he is not a person resident in India. The Company has also received a notice in writing under Section 160(1) of the Act from Member proposing the name of Mr. Sanjeev Gupta (DIN: 11709171) as Director of the Company.

In the opinion of the Board, Mr. Sanjeev Gupta (DIN: 11709171) fulfils the conditions specified in the Act, and rules made thereunder and SEBI Listing Regulations, for his appointment as Director of the Company in the category of Executive Director, designated as Deputy Chief Executive Officer.

The NRC and the Board have considered the scope and responsibilities of the position, the size and complexity of the Company's operations, prevailing industry practices, market benchmarks, and the qualifications, experience and expected contribution of Mr. Sanjeev Gupta while approving the proposed remuneration. The remuneration of Mr. Sanjeev Gupta and that of other Executive Director(s) of the Company (past and present),

have also been found to be comparable in this regard. The NRC and the Board are of the view that the proposed remuneration is fair, reasonable and commensurate with the responsibilities of the office and is in the best interests of the Company and its stakeholders.

The remuneration proposed to be paid to Mr. Sanjeev Gupta, taken together with the remuneration of other managerial personnel in the Company, may, in any financial year, exceeds the limits as prescribed under Section 197 of the Companies Act, 2013 ("**Act**") read with Schedule V thereof. Accordingly, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V thereof, the appointment of Mr. Sanjeev Gupta (DIN: 11709171) requires approval of the Members by way of Ordinary Resolution and the payment of remuneration requires approval of the Members by way of a Special Resolution.

The terms and conditions of the appointment and remuneration payable to Mr. Sanjeev Gupta (DIN: 11709171) are set out in the resolutions at Item Nos. 1 & 2 of this Notice and the same may be treated as a written memorandum setting out the terms & conditions of the appointment pursuant to Section 190 of the Act.

The details required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Sanjeev Gupta are provided in Annexure-I annexed herewith to this Notice. Further, the Statement containing required information pursuant to Section II of Part II of Schedule V of the Act is also attached as Annexure-II to this Notice.

Except Mr. Sanjeev Gupta, being an appointee, and his relatives, to the extent of their shareholding, if any, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their respective relatives are concerned or interested in the resolutions set out in Item Nos. 1 & 2 of this Notice.

The Board recommends passing of the resolution set out in Item No. 1 of the Notice as an Ordinary Resolution and Item No. 2 of the Notice as a Special Resolution, for approval of the Members.

By order of the Board
For GMR Airports Limited

T. Venkat Ramana
(Company Secretary)
ICSI M. No. - A13979

Date: October 28, 2026
Place: New Delhi

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

ANNEXURE-I

Details of Directors seeking appointment on the Board of Directors of the Company and /or Remuneration

[Pursuant to 36(3) of the SEBI Listing Regulations and the SS-2 issued by ICSI]

Name of the Director	**Sanjeev Gupta**
Director Identification Number (DIN)	11709171
Age	52 Years
Qualifications	Graduate of French Business School HEC
Brief resume of the Director and other details viz. qualifications, experience / expertise, Nature of his / her expertise in specific functional areas;	Sanjeev Gupta, aged about 52 Years, brings more than 25 years of international leadership experience across aviation, energy, infrastructure, finance and business management, having held senior positions with GMR Airports, Groupe ADP, Shell, SLB (Schlumberger) and Alma Group. He is responsible for supporting the formulation and execution of business strategies across the airport sector in GMR Group. He holds a master's degree from HEC School of Management, Paris, and has completed an executive education program in Mergers & Acquisitions from INSEAD, France. His broad international experience and leadership across finance, strategy, governance and business operations position him well to contribute to the Company's continued growth and development.
Date of first appointment on the Board	October 29, 2026
Shareholding in the Company including shareholding as a beneficial owner	Nil
Directorships and Committee memberships/ Chairmanships held in other companies	Please refer below-mentioned table.
Inter-se relationships between: - Directors - Key Managerial Personnel (KMP)	None of the Directors, Manager or KMP of the Company is related to Mr. Sanjeev Gupta.
Terms and conditions of appointment along with remuneration sought to be paid	Appointment as an Executive Director of the Company, liable to retire by rotation, and designated as Deputy Chief Executive Officer of the Company for a period of three (3) years with effect from October 29, 2026. **Remuneration to be Paid-** An annual fixed remuneration of INR 3,56,24,202 and a target variable pay of up-to INR 34,75,798 ("**Total Annual Remuneration**"), and other details as set out in Item No. 2 of this Notice of Postal Ballot and Explanatory Statement thereof, for a period of 3 (three) years with effect from October 29, 2026, subject to the approval of the Members.
Remuneration Last Drawn	Not applicable
Number of Board Meetings attended during the year 2025-26	Not applicable

Name of Listed entities from which the Director has resigned in the past three years.	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements / justification for choosing the appointees for appointment as Independent Directors.	Not applicable

Names of other entities in which **Mr. Sanjeev Gupta** 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 Airport Developers Limited	Audit Committee (Member)
2.	GMR Goa International Airport Limited	Audit Committee (Member)
3.	GMR Hyderabad International Airport Limited	Nomination and Remuneration Committee (Member) Risk Management & Environment, Social and Governance Committee (Member)
4.	GMR Infra Services Private Limited	-

Note: *Foreign entities, if any, not considered.

ANNEXURE-II

Statement containing required information pursuant to Section II of Schedule V of Act

I. General information:

Particulars	**Details**
Nature of industry	1. Airport related and allied airport activities including Non-Aero Concessions, such as Duty Free, Car Park, Cargo Facilities, Retail etc., city side real estate development including EPC works. 2. Investment Activity and corporate support to various infrastructure SPVs.
Date or expected date of commencement of commercial production	The Company received its certificate of commencement of business on May 23, 1996.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	For Financial year 2025-26 on standalone basis: a. Revenue from operations: INR 4,242.26 Crores b. Profit/ (Loss) before tax: INR 96.28 Crores c. Profit / (Loss) after tax: INR 142.05 Crores
Foreign investments or collaborations, if any	Aeroports de Paris S.A. (ADP), a foreign company owned by the government of France, is one of the Company's promoters and holds, along with its affiliates, 29.58% equity in the Company, as on September 30, 2026. Besides the above, 22.94% of the shareholding of the Company is held by foreign institutional investors and around 5.86% of the shareholding of the Company is held by other foreign shareholders such as foreign companies, NRIs, etc.

II. Information about the appointee(s):

Name of the Director	**Mr. Sanjeev Gupta**
Background details	Please refer to the Explanatory Statement of Item No. 1, as set out above.
Past remuneration	Not applicable
Recognition or awards	Please refer to the Explanatory Statement of Item No. 1, as set out above.

Job profile and his ~~/ her~~ suitability	Being an Executive Director, Mr. Sanjeev Gupta will be jointly responsible, inter-alia, for the management and affairs of the Company, including strategic planning, business development, operational oversight, implementation of Board-approved policies and initiatives, regulatory compliance, and fostering sustainable growth and value creation for stakeholders. The rich and varied experience of Mr. Gupta as detailed in the Explanatory Statement and Annexures above, will be very beneficial to the Company including for ensuring above responsibilities.
Remuneration proposed	Remuneration as set out at Item No. 2 of this Notice of Postal Ballot read with explanatory statement thereof.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility to be shouldered by Mr. Gupta, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses. The proposed remuneration is also in line with remuneration structure for other similar positions within the GMR Group.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	Except for the proposed remuneration, there is no pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Directors.

III. Other information:

Particulars	**Details**
Reasons of loss or inadequate profits	While the audited profit and loss account of the Company for the FY 2025-26 indicate profits after tax of Rs.142.05 Crores, the profits calculated in terms of Section 198 of the Act, may or may not be adequate to cover the remuneration payable to all the managerial personnel and / or Directors of the Company, during the tenure of Mr. Sanjeev Gupta as Executive Director of the Company. Further, the Company was an Infrastructure holding Company for many years having made investments in long- gestation projects. As such, the returns from its investments took time to realise profits. Further, the airport adjacency businesses have been recently undertaken by the Company and are in the process of yielding profits.
Steps taken or proposed to be taken for improvement	Following steps are taken by the Company for improvement: • The Company is now engaged in various airport adjacency businesses and will also be exploring new opportunities, which are expected to generate substantial revenues. • The Company is continuing to work towards the 'Asset Light Asset Right' strategy adopted. • The Company is making continued endeavours to reduce debt/ reduce cost of borrowing. • Cost rationalization and optimization of expenditure to achieve the stated goals of the business.

	• The Company continues to implement the above action plan and is taking appropriate measures to maximize the utilization and returns from its existing operating assets. Simultaneously, it continues to explore business opportunities that are aligned with the Group's overall business strategy.
Expected increase in productivity and profits in measurable terms	Barring any unforeseen circumstances, the Company expects to improve its revenue and profitability during the current year through enhanced operational efficiency and improved margins.