



GMR INFRASTRUCTURE LIMITED
(CIN: L45203MH1996PLC281138)

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NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of GMR Infrastructure Limited will be held on Thursday, September 09, 2021, at 3:00 P.M. IST through Video Conferencing ("VC") to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2021, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. G.M. Rao (DIN: 00574243), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Srinivas Bommidala (DIN: 00061464), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2022.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration payable to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 000065), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2022, being ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses that may be incurred by them in connection with the aforesaid audit, be and is hereby ratified."

5. Appointment of Dr. Emandi Sankara Rao (DIN: 05184747) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Dr. Emandi Sankara Rao (DIN: 05184747) who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI LODR, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of the 25th Annual General Meeting for a term of three years or upto the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier."

6. Appointment of Dr. Mundayat Ramachandran (DIN: 01573258) as an Independent Director.

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 Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Dr. Mundayat Ramachandran (DIN: 01573258) who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI LODR, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of the 25th Annual General Meeting for a term of three years or upto the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier."

7. Appointment of Mr. Sadhu Ram Bansal (DIN: 06471984) as an Independent Director.

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 Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), Mr. Sadhu Ram Bansal (DIN: 06471984) who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI LODR, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of the 25th Annual General Meeting for a term of three years or upto the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.”

8. Appointment of Mr. Amarthaluru Subba Rao (DIN:00082313) as an Independent Director.

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 Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), Mr. Amarthaluru Subba Rao (DIN: 00082313) who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI LODR, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of the 25th Annual General Meeting for a term of three years or upto the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.”

9. Appointment of Ms. Bijal Tushar Ajinkya (DIN: 01976832) as an Independent Director.

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 Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), Ms. Bijal TusharAjinkya (DIN: 01976832) who has submitted a declaration that she meets the criteria for independence as provided under the Act and the SEBI LODR, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of the 25th Annual General Meeting for a term of three years or upto the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.”

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

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

“RESOLVED THAT pursuant to Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the relevant provisions of the memorandum of association and articles of association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and replaced with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“SEBI Debt Regulations”) as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and applicable provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt mechanism) Scheme 1993 (“FCCB Scheme”) as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004

as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, the uniform listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 1 (Rupee one) each of the Company are listed ("Stock Exchanges", and such equity shares, the "Equity Shares"), and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), the Stock Exchanges, Registrar of Companies, Mumbai, Maharashtra ("RoC") and such other statutory/ regulatory authorities in India or abroad (the "Appropriate Authorities") from time to time, and subject to existing borrowing limits and security creation limits approved by the shareholders of the Company and all approvals, permissions, consents, and/ or sanctions as may be necessary or required from any of the Appropriate Authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company ("Board", which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the approval of the shareholders of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue, and allot such number of Equity Shares, non-convertible debentures along with warrants and/ or convertible securities other than warrants (collectively, referred to as the "Securities"), to qualified institutional buyers (as defined under the SEBI ICDR Regulations) ("QIBs"), whether they are holders of the Equity Shares or not, through one or more qualified institutions placements ("QIP"), pursuant to and in accordance with Chapter VI of the SEBI ICDR Regulations, as applicable, and/ or Foreign Currency Convertible Bonds ("FCCB") to Investors eligible to Invest as per FCCB Scheme/ FEMA or combination thereof or any other method as may be permitted under law through the issuance of a placement document(s)/offer documents, as permitted under applicable laws and regulations, in one or more tranches, for cash, at such price or prices (including at a discount or premium to market price or prices permitted under applicable law) as may be deemed fit, including a premium or discount that may be permitted under the SEBI ICDR Regulations on the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations for QIP, such that the total amount to be raised through the issue of Securities through a QIP and/ or FCCB, either singly or in any combination thereof shall not exceed ₹ 6,000 crores (Rupees Six Thousand Crores only) (inclusive of such premium as may be fixed on such Securities), to be subscribed in Indian or its equivalent of any foreign currency(ies) by all eligible investors, including resident or non-resident/foreign investors who are authorized to invest in the Securities/ FCCB of the Company as per extant regulations/guidelines or any combination as may be deemed appropriate by the Board in consultation with the book running lead managers or any advisors appointed by the Board and whether or not such investors are shareholders of the Company (collectively called "Investors"), to all or any of them, jointly or severally through a placement document or such other offer document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, in one or more tranche or tranches, in such manner, and on such terms and conditions as may be agreed by the Board in consultation with the book running lead managers/ other advisors appointed by the Board or otherwise, including the discretion to determine the amount to be issued by way of Securities or FCCB, categories of Investors, to whom the offer, issue and allotment of Securities shall be made, in such manner or otherwise on such terms and conditions and deciding of other terms and conditions like number of Securities to be issued and allotted.

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

- i. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the Companies Act, 2013 and/ or SEBI ICDR Regulations, from time to time;
- ii. the relevant date for the purposes of pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP. In case of convertible securities, the relevant date shall be either the date of the meeting at which the Board decides to open the proposed QIP of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares;
- iii. the Securities shall be allotted as fully paid up (in case of allotment of non-convertible debt instruments along with warrants, the allottees may pay the full consideration or part thereof payable with respect to warrants, at the time of allotment of such warrants, with the balance consideration being payable on allotment of Equity Shares on exercise of options attached to such warrants);
- iv. the tenure of any convertible or exchangeable Securities shall not exceed 60 (sixty) months from the date of allotment;
- v. the issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("Floor Price") and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board or duly authorised committee may, in consultation with the lead managers, offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;

- vi. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- vii. it is clarified that QIBs belonging to the same group (as specified under Regulation 180(2) of the SEBI ICDR Regulations) or who are under same control shall be deemed to be a single allottee;
- viii. the allotment of Securities except as may be permitted under the SEBI ICDR Regulations and other applicable laws shall only be to QIBs and no allotment shall be made, either directly or indirectly, to any QIBs who is a promoter of the Company, or any person related to the promoter of the Company, in terms of the SEBI ICDR Regulations;
- ix. the Securities shall not be sold by the allottees for a period of one (1) year from the date of its allotment, except on the recognized Stock Exchanges or except as may be permitted from time to time by the SEBI ICDR Regulations; and
- x. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.

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

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

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the Management Committee of the Board or any other committee to be constituted by the Board for this purpose be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, including among other things, the following:

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

- ix. to decide on conduct and schedule of road shows, investor meet(s) in accordance with applicable legal requirements for the issue of the Securities/ FCCB;
- x. to undertake all such actions and compliances as may be necessary in accordance with the SEBI ICDR Regulations, the SEBI Listing Regulations, FCCB Scheme, FEMA or any other applicable laws;
- xi. to apply for dematerialization of the Equity Shares with the concerned depositories;
- xii. to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement, term sheets, trustee agreement, trust deed and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time;
- xiii. to seek by making requisite applications as may be required, any approval, consent or waiver from the Company's lenders and/or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government, statutory and regulatory authorities, and/or any other approvals, consents or waivers that may be required in connection with the QIP/ FCCB, offer and allotment of the Securities/ FCCB;
- xiv. to give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, RBI, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the QIP/ FCCB and as the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the shareholders or otherwise, and that all or any of the powers conferred on the Company and the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose pursuant to this resolution may be exercised by the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

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

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

11. Re-appointment of Mr. Grandhi Kiran Kumar (DIN: 00061669) as Managing Director of the Company and designated as "Managing Director & CEO"

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, pursuant to and in due compliance from time to time of the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and subject to such other approvals, permissions and sanctions, as may be required, and based on the recommendation of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded for the re-appointment of Mr. Grandhi Kiran Kumar (DIN: 00061669) as Managing Director of the Company and designated as "Managing Director & CEO", for a further period of three years with effect from July 28, 2021 to July 27, 2024, on the following remuneration and other terms and conditions as detailed below (item (a) to (d) below being referred as "Fixed Remuneration"):

- a) Remuneration of ₹ 2,40,00,000 /- (Rupees Two Crore and Forty Lakhs only) per annum with annual increment of 10% per annum, to be paid in such allocation among various components of salary and perquisites as may be mutually agreed between the Company and Mr. Grandhi Kiran Kumar. The valuation of perquisites shall be as per the provisions of the Income Tax Act, 1961.
- b) In addition to above Mr. Grandhi Kiran Kumar will also be entitled for following, which shall not be included in computation of ceiling on his remuneration:
 - (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961;
 - (ii) Gratuity payable should not exceed half month's salary for each completed year of service; and
 - (iii) Encashment of leave as per Company's rules, at the end of tenure.
- c) In addition to the above said remuneration of ₹ 2.40 crore per annum, Mr. Grandhi Kiran Kumar be provided the below facilities in relation to the business requirement:
 - (i) Car
 - (ii) Telephones, internet etc.
 - (iii) Security services
 - (iv) Club Membership- membership of one club in India
- d) Any other allowances, benefits, perquisites admissible to the senior officers from time to time as per HR Policy of the Group in addition to the above remuneration.
- e) In addition to the remuneration specified above, a commission on the net profits, as approved by the Board of Directors for each financial year, subject to the total remuneration including salary, perquisites and commission be within the overall limit of 5% of the net profits of the Company calculated in accordance with the provisions of the Companies Act, 2013 for a financial year.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the Managing Director shall be paid Fixed Remuneration by way of salary and perquisites etc. as set out above, as minimum remuneration.

RESOLVED FURTHER THAT the aforesaid remuneration be paid to Mr. Grandhi Kiran Kumar shall be in addition to remuneration drawn from any other Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

12. Create charge/mortgage/hypothecation/ pledge on assets/ Investment for the purpose of Borrowings

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

"RESOLVED THAT in furtherance of the resolution passed by the shareholders of the Company vide postal ballot dated February 29, 2020, which became effective from March 30, 2020, pursuant to the provision of Section 180(1)(a) and all other applicable provision of the Companies Act, 2013, (" the Act"), the provisions of Regulation 24, including Regulation 24(5), 24(6) and any other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the Listing Regulations") to the extent relevant and applicable, consent, authority and approval be and is hereby granted to the Board of Directors (hereinafter referred as Board, which term shall be deemed to include any Committee of the "Board") to mortgage and /or charge all the immovable and/or movable properties of the Company, create pledge (including disposal upon invocation of pledge)/ lien or any type of encumbrance either in the entire or any substantial part of the undertaking(s), investment made by the Company directly or indirectly in one or more of its subsidiary/ subsidiaries including material subsidiaries (currently being GMR Airports Limited, Delhi International Airport Limited, GMR Aerostructure Services Limited, GMR Energy Trading Limited, GMR Warora Energy Limited, GMR Kamalanga Energy Limited and GMR Infrastructure (Mauritius) Limited) in favour of any public or private financial institutions, banks, mutual funds, bodies corporate or any other persons whomsoever participating in extending/extended financial assistance to the Company or any of its subsidiary or Associate, to secure any term loans, working capital facilities, debentures or any other types of financial assistance, lent and advanced, agreed to be lent and or advanced by them, together with interest, compound interest, additional interest, liquidated damages, premium on monies payable to them under any loan

agreement / letter of sanction/ debenture trust deed etc., within the existing borrowing limit of not exceeding ₹20,000 crore, including borrowing already availed and secured by the Company and / or any of its subsidiary or associate companies.

By order of the Board of Directors
For GMR Infrastructure Limited

Place: New Delhi
Date : August 13, 2021

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

NOTES:

1. In view of ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 05, 2020, followed by General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) has allowed the Companies to conduct Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The Securities and Exchange Board of India (“SEBI”) vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode. In terms of the said Circulars, the 25th AGM of the Company is being held through VC. Hence, Members can attend and participate in the AGM through VC only.
2. Pursuant to the aforesaid MCA Circulars, Members attending the 25th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. As per the Companies Act, 2013, (‘the Act’), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, in terms of the MCA Circulars, the 25th AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and SEBI Circulars, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 25th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Board of Directors have considered and decided to include item nos. 4 to 12 given above as Special Business in the Notice to the 25th AGM, as they consider it unavoidable in nature.
5. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to item nos. 4 to 12 and the additional information required to be provided pursuant to Regulation 36 read with Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI LODR”) and Secretarial Standard on General Meeting (SS-2) prescribed by Institute of Company Secretaries of India (ICSI), regarding the Directors who are proposed to be appointed/re-appointed are annexed hereto.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 02, 2021 to Thursday, September 09, 2021 (both days inclusive).
7. KFin Technologies Private Limited (Kfintech) is the Registrar and Share Transfer Agent (RTA) of the Company to perform the share related work for shares held in physical and electronic form.
8. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutiniser at e-mail ID compliance@sreedharancs.com / sree@sreedharancs.com with a copy marked to evoting@kfintech.com and to the Company at Gil.Cosecy@gmrgroup.in authorising its representative(s) to attend and vote through VC on their behalf at the Meeting pursuant to section 113 of the Companies Act, 2013. In case if the authorized representative attends the Meeting, the above mentioned documents shall be submitted before the commencement of said Meeting.
9. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC and vote thereat.

10. Kfintech shall be providing the facility for voting through remote e-voting, for participation in the 25th AGM through VC facility and e-voting during 25th AGM.
11. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s). Any such changes effected by the Depository Participants will automatically reflect in the Company's records. In respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited (Unit: GMR Infrastructure Limited), Selenium Tower B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032.

Members may note that the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link <https://investor.gmrgroup.in/annual-reports>.

12. In line with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 are being sent only through electronic mode to those Members whose email addresses are registered with the RTA/ Depositories. Members may also note that the Notice of the 25th AGM and the Annual Report 2020-21 will also be available on the Company's website at <https://www.gmrgroup.in/>, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of the RTA at <https://evoting.kfintech.com/>.
13. Pursuant to Regulation 40 of SEBI LODR, transfer of securities held in physical form shall not be processed and any transfer of securities will be possible only in dematerialized mode. Hence members are advised to dematerialize their shares that are held in physical form for any further transfer.
14. Further with reference to the SEBI circular (Ref. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018) directing security holders, holding securities in physical form to update details of their PAN and bank account, we request all such security holder to immediately update the required details or any change therein with the RTA/ Company.
15. Members who hold shares in dematerialized form and wish to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
16. 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 forms can be obtained from the RTA.
17. As per Rule 3 of 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.
18. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent 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.
19. Since the AGM will be held through VC Facility, the Route Map being not relevant, is not annexed to this Notice.
20. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be 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 shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

In accordance with the aforesaid IEPF Rules, the Company has sent individual communication to all Members whose shares are due for transfer to the IEPF Authority and whose email IDs are available, informing them to claim their unclaimed/unpaid dividend before due date to avoid such transfer of shares to IEPF Authority and has also published notice in this regard in Newspapers.

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 sending a physical copy of the same duly signed

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.

21. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with Company Secretary at the Company's corporate office or the Company's Registrar and Share Transfer Agent (Kfintech) for revalidation and encashment before the due dates.

In accordance with Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company on its website at <https://gmrgroup.in>.

22. Members may join the 25th AGM through VC Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from 2:45 p.m. IST i.e. 15 minutes before the time scheduled to start the 25th AGM and shall not be closed for at least 15 minutes after such scheduled time.
23. Members may note that the VC Facility, provided by Kfintech, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 25th AGM without any restriction on account of first-come first-served principle.
24. Copies of all documents referred to in the notice and explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 annexed thereto are available for inspection electronically. Members seeking to inspect such documents can send an email to Gil.Secretarial@gmrgroup.in.

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

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

25. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard-2 on General Meetings and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members with facility to exercise their votes by electronic means through remote e-voting services provided by KFin Technologies Private Limited (Service Provider) on all resolutions set forth in this Notice.

26. THE PROCESS AND MANNER FOR REMOTE E-VOTING:

In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Members are provided with the facility to cast their vote electronically, through the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting.

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

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 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.

The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Members already registered for NSDL IDEAS facility; <ol style="list-style-type: none"> i. Please visit the following URL https://eservices.nsd.com. ii. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. iii. A new screen will prompt and you will have to enter your User ID and Password. iv. Post successful authentication, click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. v. Click on company name or e-Voting service provider name i.e., Kfintech and you will be re-directed to Kfintech website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Members who have not registered for IDEAS facility, may follow the below steps; <ol style="list-style-type: none"> i. To register for IDEAS facility visit the URL at https://eservices.nsd.com ii. Click on “Register Online for IDEAS” or for direct registration click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii. On completion of the registration formality, follow the steps provided above. 3. Members may alternatively vote through the e-voting website of NSDL in the following manner; <ol style="list-style-type: none"> i. Visit the following URL: https://www.evoting.nsd.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	<ol style="list-style-type: none"> 1. Members already registered for Easi/ Easiest facility may follow the below steps; <ol style="list-style-type: none"> i. Visit the following URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ii. Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: www.cdslindia.com) iii. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available. iv. Click on Company name or e-voting service provider name i.e. Kfintech to cast your vote. 2. Members who have not registered for Easi/Easiest facility, may follow the below steps; <ol style="list-style-type: none"> i. To register for Easi/Easiest facility visit the URL at https://web.cdslindia.com/myeasi./Registration/EasiRegistration ii. On completion of the registration formality, follow the steps mentioned above. 3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below: <ol 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	<ol 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. 2. On clicking the e-voting icon, members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication. 3. Members may then click on Company name or e-voting service provider name i.e. Kfintech and will be redirected to Kfintech website for casting their vote.

Individual 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.

During the voting period, shareholders / members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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 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 at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

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.

Member will receive an e-mail from Kfintech [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)] which includes details of E-Voting Event Number ("EVEN"), User ID and Password:

- i. Launch internet browser by typing the URL:<https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e., User ID and Password). Your Folio No./DP ID-Client ID will be your User 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 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., GMR Infrastructure Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under 'FOR/AGAINST' or, alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option 'ABSTAIN'. If you do not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Equity shareholders holding multiple 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/JPG Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) who are authorised to vote, to the Scrutiniser through e-mail ID compliance@sreedharancs.com / sree@sreedharancs.com with a copy marked to evoting@kfintech.com and to the Company at Gil.Cosecy@gmrgroup.in. The file scanned image of the Board Resolution should be in the naming format "Company Name, Event No."
- xii. In case e-mail id of a Member is not registered with the Company/ Depository Participant(s), (including Members holding shares in physical form), please follow the steps for registration as mentioned in para 11 of the Notes.
 - a) Upon registration, Member will receive an e-mail from Kfintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
 - b) Please follow all steps from aforesaid Note. No. 26 (B) (i) to (xi) above to cast your vote by electronic means.



- xiii. A person, whose name is recorded in the register of equity shareholder or in the register of beneficial owners maintained by the depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the Meeting.
- xiv. Persons holding securities in physical mode and non-individual shareholders holding securities in demat mode who become equity shareholder after dispatch of the Notice of the Meeting but on or before the Cut-Off Date, i.e., Thursday, September 2, 2021, may obtain User ID and Password in the manner as mentioned below:
- I. 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)
 - II. If email address 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. Equity shareholders may send an e-mail request to <https://evoting.kfintech.com>. If the equity shareholder is already registered with the Kfintech's e-voting platform, then such equity shareholder can use his/her existing User ID and Password for casting the vote through remote e-voting.
 - 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. SV Raju, Deputy Manager, KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramgula, Serilingamapally Mandal, Hyderabad-500 032 at evoting.kfintech.com, Toll Free No: 1800-309-4001.
27. The remote e-voting period commences on Monday, September 06, 2021 at 9.00 a.m. IST and ends on Wednesday, September 08, 2021 at 5.00 p.m. IST (both days inclusive). During this period, the Members of the Company holding shares in physical form or in dematerialized form, may cast their votes by remote e-voting in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, being Thursday, September 2, 2021 will be entitled to cast their votes by remote e-voting.
28. The voting rights of the equity shareholder shall be in proportion to their shareholding of the paid up equity share capital of the Applicant Company as on Cut-Off Date, i.e., Thursday, September 2, 2021.
29. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
30. VOTING AT THE AGM:
- i. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.
 - ii. Members who have voted through Remote e-voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.
 - iii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM and shall also announce the start of the casting the vote at AGM through the e-Voting platform of our RTA - Kfintech and thereafter the e-Voting at AGM shall commence.
 - iv. Upon the declaration by the Chairman about the commencement of e-voting at AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page.
 - v. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
 - vi. However, this facility shall be operational till all the resolutions are considered and voted upon in the meeting.
 - vii. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
31. To facilitate Members to receive the Company's Annual Report and Notice for the Annual General Meeting (including remote e-voting instructions) electronically and cast their vote, the Company has made special arrangements with Kfintech for registration of email addresses of the Members in terms of the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA. Eligible Members who have not submitted their email address to the Company or Kfintech are required to provide/update their email address to Kfintech, on or before 5:00 p.m. (IST) on September 1, 2021.

The process for registration / updation of email address with Kfintech for receiving the Notice of AGM and Annual Report and login ID and password for e-voting is as under:

- a) Visit the link: <http://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>.
- b) Select the Company name viz. GMR Infrastructure Limited.
- c) Enter the DP ID & Client ID/Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio,

Member shall enter one of the Share Certificate numbers.

- d) Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.
- e) Enter your email address and mobile number.
- f) The system will then confirm the email address for receiving this AGM Notice.

The Members may also visit at the link <https://investor.gmrgroup.in/annual-reports>. and click on the “email registration” and follow the registration process as guided thereafter.

OTHER INSTRUCTIONS

1. Mr. V. Sreedharan, (Membership No. FCS 2347) or failing him Mr. Pradeep B. Kulkarni (Membership No. FCS 7260) Practicing Company Secretary have been appointed as the Scrutinizer for conducting the remote e-voting, and e-voting process in a fair and transparent manner.
2. The Scrutinizer will, after the conclusion of e-voting during the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same in compliance of Rule 20 of Companies (Management and Administration) Rules, 2014 (including amendments made thereto) read with Regulation 44 of SEBI LODR.
3. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
4. The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company at www.gmrgroup.in and on Service Provider’s website at <https://evoting.kfintech.com/> immediately after the result is declared by the Chairman or by person authorised by him and communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

Instructions for attending the AGM through VC:

1. Members may access the platform to attend the 25th AGM through VC at <https://emeetings.kfintech.com> by using their DP ID / Client ID / Folio No. as applicable as the credentials.
2. The facility for joining the 25th AGM shall open 15 minutes before the time scheduled to start the 25th AGM and shall not be closed for at least 15 minutes after such scheduled time.
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
4. Members will be required to grant access to the web-cam to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC smoothly, without any fluctuations in the audio/video quality.
6. Members who may want to express their views or ask questions at the AGM may visit <https://evoting.kfintech.com> and click on the tab “Annual General Meeting Post Your Queries Here” to post their queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active during the remote e-voting period and shall be closed on Wednesday, September 08, 2021 at 5:00 p.m.
7. In addition to the above mentioned step, the Members may register themselves as speakers for the AGM to raise their queries. Accordingly, the Members may visit <https://evoting.kfintech.com/> and click on tab ‘Speaker Registration for eAGM’ during the period mentioned below. Members shall be provided a ‘queue number’ before the AGM. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

The ‘Speaker Registration’ window shall be activated on Sunday, September 5, 2021 at 9.00 A.M. and shall be closed on Tuesday, September 7, 2021 at 9.00 A.M. Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM provided they hold shares as on the cut-off date i.e., Thursday, September 2, 2021. The Company reserves the right to restrict the number of speakers and time allotted per speaker subject to availability of time as appropriate for smooth conduct of the AGM.

8. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.
9. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfin Technologies Private Limited at toll free number 1800-309-4001 or write to them at einward.ris@kfintech.com and/or evoting@kfintech.com. Kindly quote your name, DP ID Client ID/ Folio No and e-voting Event Number in all your communications.

Explanatory Statement under Section 102(1) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 4

The Board of Directors of the Company at its meeting held on August 13, 2021, on recommendation of the Audit Committee, approved the appointment of and remuneration payable to M/s. Rao, Murthy & Associates, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2022 as set out in the resolution.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 4 of the notice and the Board recommends passing of the same as an Ordinary Resolution.

Item No. 5

The Board of Directors at its meeting held on August 13, 2021, upon recommendation by the Nomination and Remuneration Committee of the Board, approved and recommended to the shareholders, appointment of Dr. Emandi Sankara Rao (DIN: 05184747) as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of the 25th Annual General Meeting for a term of three years or upto the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.

Pursuant to Section 149, 150 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the appointment of Dr. Emandi Sankara Rao requires approval of the Members by way of an Ordinary Resolution.

The Company has received declaration from Dr. Emandi Sankara Rao that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and other applicable provisions of the Act and has given his consent for the appointment. Further, the Company has also received a declaration from Dr. Emandi Sankara Rao confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR.

In the opinion of the Board, Dr. Emandi Sankara Rao fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI LODR, for his appointment as an Independent Director of the Company and he is independent of the management.

Dr. E. Sankara Rao holds bachelor degree in Electrical & Electronics Engineering from Andhra University and has done M.Tech from IIT Kharagpur. He has also completed Ph.D in Project Finance & Management of Asset Network Effectiveness by Risk & Sensitivity using Artificial Intelligence ANN Simulation Models from IIT-Bombay. He is a Chartered Engineer (Valuations) from Institution of Engineers India.

He is having 30 years of top management and 8 years of Board Level experience & expertise in Infrastructure & Industry, Banking & Finance, Institutional Development and Business Schools & Institutions Management. Served in prestigious Govt. of India All India Developmental Financial Institutions like IFCI Ltd & Subsidiaries, IIFCL & Subsidiaries, IDFC, IDBI, MDI and ILD. He has been the MD and CEO of IFCI Limited.

Dr. Rao has been contributing to the society, for over 20 years, serving the poor and needy people in different sectors like Healthcare, Education, Girl Child Development, Skills Development etc. Dr. Rao has also adopted 3 small rural hamlets and 3 schools in a remote hilly Kuneru village in Andhra Pradesh and helps them with medicines, education kits, school infrastructure and also facilitating the farming in that area.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Dr. Emandi Sankara Rao and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director of the Company.

In view of his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of three years with effect from the conclusion of this Annual General Meeting.

Copy of draft letter of appointment of Dr. Emandi Sankara Rao setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

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

Except Dr. Emandi Sankara Rao, being an appointee and his relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 5 of the notice. The Board recommends passing of the resolution set out in Item No. 5 of the notice as an Ordinary Resolution.

Item No. 6

The Board of Directors at its meeting held on August 13, 2021, upon recommendation by the Nomination and Remuneration Committee of the Board, approved and recommended to the shareholders, appointment of Dr. Mundayat Ramachandran (DIN:01573258) as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of the 25th Annual General Meeting for a term of three years or upto the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.

Pursuant to Section 149, 150 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the appointment of Dr. Mundayat Ramachandran requires approval of the Members by way of an Ordinary Resolution.

The Company has received declaration from Dr. Mundayat Ramachandran that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and other applicable provisions of the Act and has given his consent for the appointment. Further, the Company has also received a declaration from Dr. Mundayat Ramachandran confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

In the opinion of the Board, Dr. Mundayat Ramachandran fulfils the conditions specified in the Companies Act, 2013, and rules made thereunder and SEBI LODR, for his appointment as an Independent Director of the Company and he is independent of the management.

Dr. M Ramachandran, is a retired IAS officer of the 1972 batch. He has also done M.Phil - Economic Planning, University of Glasgow, UK and holds a Doctorate of Philosophy in Economics from University of Lucknow.

He is having around 40 years of cross sector apex level policy making experience and field level implementation exposure in India, served both at the central and state government levels. As Secretary to Government of India, Ministry of Urban Development, he spearheaded the country's urban sector policies, reforms and initiatives widely recognized as a landmark period in transforming India's cities. At state level he had held various senior positions including that of Chief Secretary of Government of Uttarakhand.

He was also the Chairman of the Metro Rail Corporations of Delhi, Kolkata, Bangalore, Chennai at different point in time.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Dr. Mundayat Ramachandran and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director.

Keeping in view of his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of three years with effect from the conclusion of this Annual General Meeting.

Copy of draft letter of appointment of Dr. M. Ramachandran setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

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

Except Dr. Mundayat Ramachandran, being an appointee and his relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 6 of the notice. The Board recommends passing of the resolution set out in Item no. 6 of the notice as a ordinary Resolution.

Item No. 7

The Board of Directors at its meeting held on August 13, 2021, upon recommendation by the Nomination and Remuneration Committee of the Board, approved and recommended to the shareholders appointment of Mr. Sadhu Ram Bansal(DIN: 06471984) as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of the 25th Annual General Meeting for a term of three years or upto the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.

Pursuant to Section 149, 150 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the appointment of Mr. Sadhu Ram Bansal requires approval of the Members by way of an Ordinary Resolution.

The Company has received declaration from Mr. Sadhu Ram Bansal that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and other applicable provisions of the Act and has given his consent for the appointment. Further, the Company has also received a declaration from Mr. Sadhu Ram Bansal confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR.

In the opinion of the Board, Mr. Sadhu Ram Bansal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI LODR, for his appointment as an Independent Director of the Company and he is independent of the management.

Mr. S.R. Bansal is a Certified Associate of Indian Institute of Bankers He was a professional banker and a competent administrator with over 35 years of extensive experience in Banking in various capacities. He has also served as an Independent Director in few companies.

He was the Chairman & Managing Director, Corporation Bank (Oct. 2013 - Jan. 2016), Executive Director, Punjab National Bank (June 2012 - Oct. 2013), Field General Manager and other posts at Dena Bank (July 1981 to April 2006 and April 2011 to June 2012), Chief General Manager / General Manager, India Infrastructure Finance Company Ltd. (IIFCL) on deputation (May 2006 - April 2011). Mr. Bansal had won many awards and accolades during his stint as Banker.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Mr. Sadhu Ram Bansal and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the board of Directors for being appointed as an Independent Director of the Company.

In view of his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of three years with effect from the conclusion of the 25th Annual General Meeting.

Copy of draft letter of appointment of Mr. Sadhu Ram Bansal setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

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

Except Mr. Sadhu Ram Bansal, being an appointee and his relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 7 of the Notice. The Board recommends passing of the resolution set out in Item No. 7 of the notice as an Ordinary Resolution.

Item No. 8

The Board of Directors at its meeting held on August 13, 2021, upon recommendation by the Nomination and Remuneration Committee of the Board, approved and recommended to the shareholders appointment of Mr. Amarthaluru Subba Rao (DIN:00082313) as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of the 25th Annual General Meeting for a term of three years or upto the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.

Pursuant to Section 149, 150 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the appointment of Mr. Amarthaluru Subba Rao requires approval of the Members by way of an Ordinary Resolution.

The Company has received declaration from Mr. Amarthaluru Subba Rao that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and other applicable provisions of the Act and has given his consent for the appointment. Further, the Company has also received a declaration from Mr. Amarthaluru Subba Rao confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR.

In the opinion of the Board, Mr. Amarthaluru Subba Rao fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI LODR, for his appointment as an Independent Director of the Company and he is independent of the management.

Mr. A Subba Rao is a commerce graduate and a Chartered Accountant. He has an established and proven track record in Finance Leadership, end to end expertise in various facets of finance function, built over 35 years of experience in industry segments such as audit practice, manufacturing, financial services and infrastructure. Among other positions, he has been the Managing Director-Finance-Sanamar Group, Executive Director - Finance & Strategy at CLP India during the period from May 2016 to April 2020, Group CFO in RPG Group during the period from August 2013 to May 2016 and Group CFO in GMR Group during his stint in GMR Group from December 1999 to August 2013.

He has contributed to Chartered Accountancy professional development by taking responsibilities in some committees constituted by ICAI and also contributed to the Infra Industry development by working on some committees constituted by the Government of India.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Mr. Amarthaluru Subba Rao and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director of the Company.

In view of his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of three years with effect from the conclusion of this Annual General Meeting.

Copy of draft letter of appointment of Mr. Amarthaluru Subba Rao setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

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

Except Mr. Amarthaluru Subba Rao, being an appointee and his relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 8 of the notice. The Board recommends passing of the resolution set out in Item No. 8 of the notice as an Ordinary Resolution.

Item No. 9

The Board of Directors at its meeting held on August 13, 2021, upon recommendation by the Nomination and Remuneration Committee of the Board, approved and recommended to the shareholders, appointment of Ms. Bijal Tushar Ajinkya as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of the 25th Annual General Meeting for a term of three years or upto the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.

Pursuant to Section 149, 150 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the appointment of Ms. Bijal Tushar Ajinkya requires approval of the Members by way of an Ordinary Resolution.

The Company has received declaration from Ms. Bijal Tushar Ajinkya that she is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and other applicable provisions of the Act and has given her consent for the appointment. Further, the Company has also received a declaration from her confirming that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR.

In the opinion of the Board, Ms. Bijal Tushar Ajinkya fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI LODR for her appointment as an Independent Director of the Company and she is independent of the management.

Ms. Bijal Ajinkya is Partner in Khaitan & Co. in the Direct Tax, Private Client and Investment Funds Practice Groups in their Mumbai office. With over 20 years of experience, on the tax side, Ms. Ajinkya primarily focuses on international tax, structuring of inbound and outbound investments, M&A tax negotiations, providing opinions on complex tax issues on international tax, etc.

On the tax litigation front, she has immense experience in providing advice on unique litigation strategies and has been a lead advisor in many successful and path breaking tax litigations in India. She had led many successful international tax litigation in India; on the India-Mauritius Tax Treaty-Zadai Bachao Andolan, Applicability of Minimum Alternate Tax for foreign Portfolio Investors for International Financial Associations.

She has also served as an expert witness on Indian tax matters in an international arbitration. She is currently handling a tax information exchange case which is a first precedent case on the interpretation of treaty provisions with a country in the Channel Islands.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Ms. Bijal Ajinkya and are of the view that she is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director of the Company.

In view her expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to appoint her as an Independent Director of the Company for a period of three with effect from the conclusion of this Annual General Meeting.

Copy of draft letter of appointment of Ms. Bijal Ajinkya setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

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

Except Ms. Bijal Ajinkya, being an appointee and her relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 9 of the notice. The Board recommends passing of the resolution set out in Item No. 9 of the notice as an Ordinary Resolution.

Item No. 10

The Company recognizes significant growth opportunities in the area of its operations and adjacencies and continues to evaluate such avenues for organic and inorganic growth. The Company proposes to raise capital/ long term funding for the purposes of funding some of these growth opportunities, other long-term capital requirements, investments in subsidiary(ies), joint venture(s) and affiliate(s), general corporate requirements, pre-payment and/or repayment of outstanding borrowings, or meeting exigencies and /or any other purposes, as may be permissible under the applicable law and approved by the board of directors of the Company/ its duly constituted committee ("Board").

In line with the above, the Company proposes to raise funds upto aggregate amounts of ₹ 6,000 crore (Rupees Six Thousand Crore Only), either singly or in any combination of issuance of equity shares of the Company ("Equity Shares"), non-convertible debentures along with warrants and/or convertible securities other than warrants (collectively, referred to as the "Securities") to qualified institutional buyers (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), whether they are holders of Equity Shares or not, for cash, in one or more tranches and/or issuance of Foreign Currency Convertible Bonds ("FCCB") to eligible investors permitted under the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt mechanism) Scheme 1993 ("FCCB Scheme") or under any Regulations made under Foreign Exchange Management Act, 1999 ("FEMA") or combination thereof, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("Companies Act"); (c) Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt mechanism) Scheme 1993 (FCCB Scheme) as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 as amended and (d) other applicable law including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, and replaced with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Foreign Exchange Management Act, 1999 ("FEMA") including ECB Guidelines as amended, as may be applicable.

Accordingly, the Board, at its meeting held on August 13, 2021, subject to the approval of the shareholders of the Company, approved the issuance of the Securities/ FCCB on such terms and conditions as may be deemed appropriate by the Board or the management committee of the Board at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and /or other advisor(s) appointed in relation to issuance of the QIP/ FCCB, in accordance with applicable laws. The Securities allotted will be listed and traded on the stock exchange(s) where Equity Shares of the Company are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities/ FCCB, shall be subject to obtaining of regulatory approvals, if any by the Company.

In terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a company, if the Company is authorised by a special resolution passed by its shareholders. Further, in terms of provisions of Section 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, SEBI ICDR Regulations, FCCB Scheme, shareholders approval is required for issuance of Securities/ FCCB. Therefore, consent of the shareholders is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act, 2013 and other applicable law.

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

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

The allotment of the Securities issued by way of QIP shall be completed within a period of 365 days from the date of passing of this resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognised Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The 'relevant date' for the purpose of the pricing of the Securities to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be the date of the meeting in which the Board or the management committee of the Board decides to open the QIP (or in case of allotment of eligible convertible securities, the relevant date may be the date on which the holders of such convertible securities become entitled to apply for the Equity Shares), which shall be subsequent to receipt of shareholders' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares. The relevant date for purpose of FCCB will be determined in accordance with the FCCB Scheme or as may be permitted under the applicable law.

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

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

The approval of the shareholders is being sought to enable the Board or the management committee or other Committee of the Board, to decide on the issuance of Securities/ FCCB, to the extent and in the manner stated in the special resolution, as set out in item No. 10 of this notice, without the need for any fresh approval from the shareholders of the Company in this regard.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 10 of the notice.

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

Item No. 11

Mr. Grandhi Kiran Kumar (DIN 00061669) was originally appointed as the Managing Director of the Company by the members of the Company at the 17th Annual General Meeting held on September 17, 2013 for a period of five (5) years, with effect from July 28, 2013. He was re-appointed as Managing Director by the members of the Company at the 21st Annual General Meeting held on September 29, 2017 for a further period of three (3) years effective from July 28, 2018 to July 27, 2021. He was designated as Managing Director and CEO with effect from November 14, 2017.

Mr. Grandhi Kiran Kumar is a Promoter Director of the Company and has been on the Company's Board of Directors since 1999. He has been actively involved in various corporate initiatives undertaken by GMR Group including group strategic restructuring plans, financial restructuring across the group, fund raising in group companies etc.

Based on the recommendation of the Nomination and Remuneration Committee and in view of the significant contributions and break-through achievements of Mr. Grandhi Kiran Kumar in a very challenging environment, the Board of Directors of the Company in its meeting held on June 18, 2021, have approved the re-appointment of Mr. Grandhi Kiran Kumar as Managing Director of the Company effective July 28, 2021, subject to the approval of the members of the Company.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the re-appointment of Mr. Grandhi Kiran Kumar requires approval of the members by way of special resolution.

The terms and conditions of the appointment and remuneration payable to Mr. Grandhi Kiran Kumar are provided in the resolution referred in Item No. 11 of the Notice.

Mr. Grandhi Kiran Kumar has also been re-appointed as the “Joint Managing Director and CEO” of GMR Airports Limited (“GAL”), the subsidiary of the Company, from June 01, 2021 to May 31, 2024 and remuneration drawn by him from GAL will be as under:

Particulars	Amount
Remuneration (to be paid notwithstanding the profits)	₹4.25 crore p.a. (10% increase p.a w.e.f. April 1st every year)
Commission on profits (based on recommendation of Nomination & Remuneration Committee, to be paid in case of profit only)	Upto ₹ 3 crore p.a. w.e.f June 1, 2021 to March 31, 2022 Upto ₹ 3.30 crore p.a w.e.f April 1, 2022 to March 31, 2023 Upto ₹ 3.65 crore p.a. w.e.f April 1, 2023 to March 31, 2024 Upto ₹ 4.00 crore p.a. w.e.f April 1, 2024 to May 31, 2024.

The terms as set out in the Resolution may be treated as a written memorandum setting out the terms & conditions of re-appointment pursuant to Section 190 of the Companies Act, 2013.

Mr. Grandhi Kiran Kumar is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent for the re-appointment.

Save and except Mr. Grandhi Kiran Kumar (himself), Mr. G.M. Rao (his father) and Mr. G.B.S. Raju (his brother), to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 11 of the notice.

The Board of Directors of the Company recommends the resolution set out at item No. 11 of the notice for approval of the shareholders as a Special Resolution.

Statement containing required information pursuant to Section II of Schedule V of Companies Act, 2013 is as under:

I. General information:	
(1) Nature of industry :	Engineering, Procurement and Construction and Others (Investment Activity and corporate support to various infrastructure SPVs)
(2) Date or expected date of commencement of commercial production:	The Company received its certificate of commencement of business on May 23, 1996.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :	Not applicable
4) Financial performance based on given indicators	For Financial year 2020-21 (₹ In Crore) a. Revenue from operations: 1448.60 b. Profit/ (Loss) before tax: (1284.02) c. Profit / (Loss) after tax : (1280.16)
(5) Foreign investments or collaborations, if any.	There is no Direct Foreign Investment in equity of the Company except the investment made by the Foreign Institution Investors/ Foreign persons through secondary market i.e. stock exchanges. The Company has issued Foreign Currency Convertible Bonds (FCCB) aggregating to USD 300,000,000 to Kuwait Investment Authority.
II. Information about the appointee:	
(1) Background details	Mr. Grandhi Kiran Kumar, age 45 years, holds a bachelor's degree in commerce. He had been on the Company's Board since 1999. He had successfully spearheaded the setting up of the Greenfield Hyderabad Airport and the development and modernisation of the Delhi Airport, two major public-private partnership project. Subsequently he led Group's Highways, Construction, SEZs and allied businesses (excluding airports SEZ) and sports divisions. Currently, he is Corporate Chairman of GMR Group and is overseeing Group's finance and Corporate Strategic Planning Department functions in addition to leading the Group's sports business.
(2) Past remuneration	Mr. Grandhi Kiran Kumar has not drawn any remuneration from the Company from FY 2017-18 onwards.



(3) Recognition or awards	<p>Mr. Grandhi Kiran Kumar over the years has been instrumental in driving the group strategy and other corporate initiatives some of which are listed below:</p> <ol style="list-style-type: none"> Bringing the ADP Groupe, one of the leading Airport Operators as an equity partner in GMR Airports Limited. Strategic group restructuring plan involving demerger of non-airport vertical business into a separate company. The Company has already filed the Scheme for approval of NCLT after the receipt of NoC from Stock Exchanges. Bidding for and being awarded various projects across different verticals of the Group, planning and successful implementation of such projects. Raising funds from time to time to meet the business requirements of the Group. Reduction of debt across the Group.
(4) Job profile and his suitability	<p>He is the Managing Director & CEO of the Company and devotes substantial time and attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. He is also on the Board of GMR Airports Limited as Joint Managing Director & CEO.</p>
(5) Remuneration proposed	<p>The remuneration proposed is detailed in the resolution given under Item No. 11.</p>
(6) 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)	<p>Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.</p>
7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	<p>There is no pecuniary relationship with the Company except the following:</p> <ol style="list-style-type: none"> He is holding the position of Managing Director & CEO. He is included under the 'Promoter and Promoter Group' of the Company. He holds 672160 equity shares of Company as on March 31, 2021. <p>Mr. Grandhi Kiran Kumar is son of Mr. G.M. Rao, Chairman and brother of Mr. G.B.S. Raju, Director.</p>
III. Other information:	
(1) Reasons of loss or inadequate profits :	<ul style="list-style-type: none"> General slowdown and inherent problems relating to raw materials, market etc., in some sectors of infrastructure business such as Energy, Highways and Urban Infra; Being the Infrastructure holding company, with investments in long gestation projects, the returns from its investments are yet to materialize. Overall Impact of Covid-19 pandemic on the businesses of the Company
2) Steps taken or proposed to be taken for improvement:	<p>Following steps taken by the Company for improvement: -</p> <ul style="list-style-type: none"> The Company is continuing to work towards the 'Asset Light Asset Right' strategy adopted; The Company is making continued endeavors to reduce debt/ reduce cost of borrowing. Cost rationalization and optimization of expenditure to achieve the stated goals of the business. The Company continues above action plan and takes appropriate measures to sweat existing operating assets. Scout for business opportunities which are in sync with the business strategy of the Group.
(3) Expected increase in productivity and profits in measurable terms	<p>Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year</p>

Item No. 12

The Company and its subsidiaries need to explore opportunities to raise funds from time to time to meet business requirements and on certain occasions for refinancing of existing debts as and when better opportunities arise. The shareholders of the Company had on August 12, 2014, granted approval to borrow money in excess of paid up capital and free reserve provided that the total amount so borrowed and outstanding at any point of time shall not exceeds ₹ 20,000 Crore. The Company requires to provide security in connection with the borrowings to be availed/ availed by the Company or its subsidiary/ subsidiaries from time to time. Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company only with the approval of the shareholders by way of Special Resolution.

The members may further note that Regulation 24(5) of the SEBI LODR provides that no listed Company shall dispose of shares in its material subsidiary which reduce its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50% or cease to exercise of control over the material subsidiary without passing a Special Resolution. The Company and its subsidiary/ subsidiaries are required to create lien/ pledge over the shares of material subsidiary/subsidiaries to secure the borrowings from time to time. The current material subsidiaries of the Company are GMR Airports Limited, Delhi International Airport Limited, GMR Aerostructure Services Limited, GMR Energy Trading Limited, GMR Warora Energy Limited, GMR Kamalanga Energy Limited and GMR Infrastructure (Mauritius) Limited.

In view of the above legal provisions of Section 180(1) and Regulation 24, including 24(5) and 24(6) of the Listing Regulations the shareholder's approval is being sought for providing securities in connection with any borrowings/ fund raising availed / to be availed by the Company and /or any of its subsidiaries, including the lien/pledge on shares of aforesaid material subsidiaries, as may be specifically required under the said Regulation 24.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 12 of the notice.

The Board of Directors of the Company recommends the resolution set out at item No. 12 of the notice for approval of the shareholders as a Special Resolution.

By order of the Board of Directors
For GMR Infrastructure Limited

Place: New Delhi
Date : August 13, 2021

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

Annexure

Details of directors seeking appointment / reappointment at the 25th Annual General Meeting to be held on Thursday, September 09, 2021 (Pursuant to Regulations 36(3) and 26(4) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard SS-2 on General Meetings.

Name of the Director	Mr. G.M. Rao	Mr. Srinivas Bommidala	Mr. Grandhi Kiran Kumar
Director Identification Number (DIN)	00574243	00061464	00061669
Age	72 years	58 years	45 years
Qualification	Mechanical Engineer	B. Com	B. Com
Brief resume of the Director and other details viz. qualifications, experience/ expertise	<p>Mr. G.M. Rao is the Promoter and one of the first directors of the Company. He is an industrialist and the founder and Chairman of the GMR Group and GMR Varalakshmi Foundation, the Corporate Social Responsibility (CSR) arm of the Group. He is a graduate in mechanical engineering from Andhra University. He was awarded the Doctorate in Philosophy in 2005 by the Jawaharlal Nehru Technological University, Hyderabad in recognition of his services to industry. He was a director on the Board of Vysya Bank for several years and also served as a non-executive chairman of ING Vysya Bank between October 2002 and January 2006. Currently, he is involved in Group-level decisions and external relations, senior leader development and organization building initiatives.</p>	<p>Mr. Srinivas Bommidala, is the promoter and one of the first directors of the Company. He has been a member of the Board since 1996. He entered his family tobacco export business in 1982 and subsequently led the diversification into new businesses such as aerated water bottling plants, etc., and was also in charge of international marketing and management of the organisation. Subsequently, he led the team as the Managing Director of GMR Power Corporation Limited for setting up the first independent power project. This project with slow speed diesel technology was the world's largest diesel engine power plant under one roof situated at Chennai in the southern part of India. He was also instrumental in implementing the combined cycle gas turbine power project in Andhra Pradesh. When the Government decided to modernise and restructure Delhi Airport under a public private partnership scheme in 2006, he became the first Managing Director of this venture and successfully handled the transition process from a public owned entity to a public private partnership enterprise. He is currently the Chairman of the energy business.</p>	<p>Details disclosed in statement above containing required information pursuant to Section II of Schedule V of Companies Act, 2013 under item no. 11.</p>
Date of first appointment on the Board	Appointed as one of the first directors.	Appointed as one of the first directors since incorporation.	July 27, 1999
Shareholding in the Company	253330 equity shares	251660 equity shares	672160 equity shares
Directorships and Committee memberships held in other companies	Given hereunder as (a)	Given hereunder as (b)	Given hereunder as (c)

Inter-se relationships between - Directors - Key Managerial Personnel (KMP)	Mr. G. M. Rao is the father of Mr. G.B.S. Raju and Mr. Kiran Kumar Grandhi and father-in-law of Mr. Srinivas Bommidala. There is no inter-se relationship with other directors and KMP of the Company.	Mr. Srinivas Bommidala is the son-in-law of Mr. G.M. Rao, brother-in-law of Mr. G.B.S. Raju and Mr. Grandhi Kiran Kumar. There is no other inter-se relationship with other directors and KMP of the Company.	Mr. Kiran Kumar Grandhi is the younger son of Mr. G.M. Rao, brother of Mr. G.B.S. Raju and brother-in-law of Mr. Srinivas Bommidala. There is no inter-se relationship with other directors and KMP of the Company.
Number of Board Meetings attended during the year 2020-21	Five (5)	Five (5)	Six (6)
Details of remuneration last drawn (₹)	Nil	Nil	Nil

Name of the Director	Dr. Emami Sankara Rao	Dr. Mundayat Ramachandran	Mr. Sadhu Ram Bansal	Mr. Amarthaluru Subba Rao	Ms. Bijal Tushar Ajinkya
Director Identification Number (DIN)	05184747	01573258	06471984	00082313	01976832
Age	61	71	65	61	45
Qualification	Bachelor of Engineering, M. Tech- IIT Kharagpur, P.HD in project Finance and Management- IIT Mumbai.	Retired IAS BA - History, MA - Economics, M. Phill and Doctor of Philosophy in Economics	MA - English, Associate of Indian Institute of Banking & Finance (AIIBF) and CAIB from Indian Institute of Bankers	Commerce Graduate and a Chartered Accountant	LLM (International Law) University of Mumbai LLB- Government Law College- University of Mumbai
Brief resume of the Director and other details viz. experience/ expertise	Please refer to explanatory statement of item no. 5	Please refer to explanatory statement of item no. 6	Please refer to explanatory statement of item no. 7	Please refer to explanatory statement of item no. 8	Please refer to explanatory statement of item no. 9
Shareholding in the Company	NIL	NIL	NIL	NIL	NIL
Directorship and committee membership held in other Companies	Given hereunder as (d)	Given hereunder as (e)	Given hereunder as (f)	Given hereunder as (g)	Given hereunder as (h)
Inter-se relationships between - Directors -Key Managerial Personnel (KMP)	N.A.	N.A.	N.A.	N.A.	NA
Terms and conditions of appointment along with remuneration sought to be paid	Term- For a term of 3 years or upto the conclusion of 28th AGM whichever is earlier Remuneration- Sitting Fees for attending Board and Committee Meetings	Term- For a term of 3 years or upto the conclusion of 28th AGM whichever is earlier Remuneration- Sitting Fees for attending Board and Committee Meetings	Term-For a term of 3 years or upto the conclusion of 28th AGM whichever is earlier Remuneration- Sitting Fees for attending Board and Committee Meetings	Term- For a term of 3 years or upto the conclusion of 28th AGM whichever is earlier Remuneration- Sitting Fees for attending Board and Committee Meetings	Term-For a term of 3 years or upto the conclusion of 28th AGM whichever is earlier Remuneration- Sitting Fees for attending Board and Committee Meetings



(a) Names of entities in which Mr. G.M. Rao holds directorship and the Membership/Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership/Chairmanship of Committees of the Board
1.	GMR Hyderabad International Airport Limited	Nil
2.	GMR Varalakshmi Foundation	Nil
3.	Delhi International Airport Limited	Nil
4.	GMR Airports Limited	Nil
5.	AMG Healthcare Destination Private Limited	Nil
6.	Parampara Family Business Institute	Nil
7.	Kakinada SEZ Limited	Nil
8.	GMR Goa International Airport Limited	Nil
9.	GMR Enterprises Private Limited	<ul style="list-style-type: none"> • Management Committee (Chairman) • Corporate Social Responsibility Committee
10.	GMR Nagpur International Airport Limited	Nil
11.	GMR Visakhapatnam International Airport Limited	Nil
12.	GMR Energy Limited	Nil

(b) Names of entities in which Mr. Srinivas Bommidala holds directorship and the Membership/Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership/Chairmanship of Committees of the Board
1.	Bommidala Exports Private Limited	Nil
2.	Bommidala Tobacco Exporters Private Limited**	Nil
3.	GMR Varalakshmi Foundation	Nil
4.	Delhi International Airport Limited	Nil
5.	GMR Hyderabad International Airport Limited	Nil
6.	BSR Holdings Private Limited	Nil
7.	GMR Airports Limited	<ul style="list-style-type: none"> • Corporate Social Responsibility Committee
8.	AMG Healthcare Destination Private Limited	<ul style="list-style-type: none"> • Audit Committee
9.	Delhi Duty Free Services Private Limited	Nil
10.	GMR Goa International Airport Limited	<ul style="list-style-type: none"> • Nomination and Remuneration Committee (Chairman)
11.	GMR Enterprises Private Limited	<ul style="list-style-type: none"> • Management Committee
12.	GMR Energy Limited	<ul style="list-style-type: none"> • Audit Committee • Management Committee • Securities Allotment Committee
13.	GMR Kamalanga Energy Limited	<ul style="list-style-type: none"> • Management Committee
14.	GMR Warora Energy Limited	Nil

*Foreign entities not considered.

** Under the process of Strike off

(c) Names of entities in which Mr. Grandhi Kiran Kumar holds the directorship and the Membership/Chairmanship of Committees of the Board:

S. No.	Name of Companies (Directorship)*	Membership/Chairmanship of Committees of the Board
1.	GMR Hyderabad International Airport Limited	Nil
2.	GMR Varalakshmi Foundation	Nil
3.	Delhi International Airport Limited	<ul style="list-style-type: none"> • Share Allotment, Transfer & Grievance Committee (Chairman) • Nomination and Remuneration Committee (Chairman)
4.	GKR Holdings Private Limited	Nil
5.	GMR Airports Limited	<ul style="list-style-type: none"> • Asset Liability Management Committee (Chairman) • Risk Management Committee • Bidding Committee
6.	JSW GMR Cricket Private Limited (formerly known as 'GMR Sports Private Limited')	Nil
7.	GMR Goa International Airport Limited	Nil
8.	GMR Hyderabad Aerotropolis Limited	Nil

9	GMR Enterprises Private Limited	<ul style="list-style-type: none"> • Audit Committee; • Nomination and Remuneration Committee; (Chairman) • Corporate Social Responsibility Committee; • Management Committee
10	Kakinada SEZ Limited	Nil
11	GMR Technologies Private Limited	Nil
12	GMR Energy Limited	Nil

*Foreign entities not considered.

(d) Names of entities in which Dr. Emandi Sankara Rao holds directorship and the Membership/Chairmanship of Committees of the Board.

S. No.	Name of Companies (Directorship)*	Membership/Chairmanship of Committees of the Board
1.	Steel Exchange India Limited	<ul style="list-style-type: none"> • Corporate Social Responsibility Committee (Chairman) • Audit Committee
2.	Coastal Corporation Limited	Nil

(e) Names of entities in which Dr. Mundayat Ramachandran 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 Warora Energy Limited	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Corporate Social Responsibility Committee
2.	GMR Bajoli Holi Hydropower Private Limited	<ul style="list-style-type: none"> • Audit Committee (Chairman) • Nomination and Remuneration Committee • Corporate Social Responsibility Committee
3.	GMR Kamalanga Energy Limited	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Corporate Social Responsibility Committee
4.	Sanmarg Projects Private Limited	Nil
5.	Delhi International Airport Limited	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee
6.	GMR Energy Limited	<ul style="list-style-type: none"> • Audit committee (Chairman) • Nomination and Remuneration Committee • Corporate Social responsibility Committee
7.	Cochin Smart Mission Limited	<ul style="list-style-type: none"> • Audit Committee (Chairman) • Nomination and Remuneration Committee
8.	GMR Visakhapatnam International Airport Limited	<ul style="list-style-type: none"> • Nomination and Remuneration Committee (Chairman) • Corporate Social Responsibility Committee (Chairman) • Audit Committee
9.	GMR Goa International Airport Limited	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee

(f) Names of entities in which Mr. Sadhu Ram Bansal 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.	KEI Industries Limited	<ul style="list-style-type: none"> • Audit Committee • Risk Management Committee • Qualified Institutional Placement Committee
2.	GMR Varalakshmi Foundation	Audit Committee
3.	Hindustan Urban Infrastructure Limited	<ul style="list-style-type: none"> • Audit Committee • Stakeholder's Relationship Committee (Chairman) • Nomination and Remuneration Committee
4.	Hindustan Specialty Chemicals Limited	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee
5.	FIITJEE Limited	-

(g) Names of entities in which Mr. Amarthaluru Subba Rao holds directorship and the membership of Committees of the Board.: **NIL**

(h) Names of entities in which Ms. Bijal Tushar Ajinkya holds directorship and the membership of Committees of the Board: **NIL**