

September 5, 2017

Corporate Office:
New Udaan Bhawan, Ground Floor
Opp. Terminal 3, IGI Airport
New Delhi 110037, India
CIN L45203MH1996PLC281138
T +91 11 47197001
F +91 11 47197002
W www.gmrgroup.in

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited,
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051

Dear Sirs

Sub: Notice of the 21st Annual General Meeting of the Company and Closure of Register of Members and Share Transfer Books/ Fixing of Record Date

Ref: Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby inform you that the 21st Annual General Meeting of GMR Infrastructure Limited (the Company) will be held on Friday, September 29, 2017 at 2.15 p.m. at Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai – 400050, Maharashtra.

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 22, 2017 to Friday, September 29, 2017 (both days inclusive) for the purpose of Annual General Meeting as per the provisions of Section 91 of the Companies Act, 2013 read with Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

As per the requirements of Regulation 42 of SEBI LODR, we hereby confirm that the Company will accept request for registration of transfers that are lodged with the Company upto the date of closure of the transfer books and save as provided in Regulation 40 of SEBI LODR, will register such transfers forthwith; and unless the Exchange agrees otherwise, the Company will defer, until the transfer books have reopened, registration of any transfers which may be received after the closure of the transfer books.

Further we wish to inform that the remote e-voting period for the 21st AGM commences on September 26, 2017 at 9.00 a.m. and ends on September 28, 2017 at 5.00 p.m. (both days inclusive). During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, September 22, 2017, may cast their votes in the manner and process set out in the notice of the AGM.

This is for your information and records.

For GMR Infrastructure Limited



A.S. Cherukupalli
Company Secretary & Compliance Officer

Encl: Copy of 21st AGM Notice

Registered Office:
Naman Centre, 7th Floor
Opp. Dena Bank, Plot No. C-31
G Block, Bandra Kurla Complex
Bandra (East), Mumbai
Maharashtra, India - 400051



GMR INFRASTRUCTURE LIMITED

(CIN: L45203MH1996PLC281138)

Regd. Office: Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India
T: +91 22 4202 8000; F: +91 22 4202 8004; W: www.gmrgroup.in
Email id: Gil.Cosecy@gmrgroup.in

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of GMR Infrastructure Limited will be held on Friday, September 29, 2017 at 2.15 p.m. at Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai - 400050, Maharashtra, India, to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements (including consolidated financial statement) of the Company for the Financial Year ended March 31, 2017, 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 re-appoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Twenty Third Annual General Meeting and to authorize the Board to fix their remuneration.

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

"RESOLVED THAT M/s S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 23rd AGM of the Company (subject to ratification of the appointment by the Members at 22nd AGM), on such remuneration as may be fixed by the Board of Directors of the Company on recommendation of the Audit Committee."

Special Business:

4. 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 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, 2018, being ₹ 125,000/- (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. 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 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 as amended (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, and other applicable rules notified by the Central Government under the Act, the provisions of the Foreign Exchange Management Act, 1999, as amended (the "FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended (the "FEMA Regulations"), the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipt Scheme, 2014, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, ("the SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Rules, Regulations, Guidelines and Circulars, as amended from time to time and in accordance with the uniform listing agreements entered into by the Company with the stock exchanges on which the equity shares having face value of Re.1 each of the Company (the Equity Shares) and non-convertible debentures are listed, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the Rules, Regulations, Guidelines, Notifications, Circulars, and Clarifications issued thereon from time to time by the Government of India (GoI), the Reserve Bank of India (RBI), and the Securities Exchange Board of India (SEBI) and/or any other competent authorities including the Ministry of Finance (Foreign Investment Promotion Board, Department of Economic Affairs), the Ministry of Commerce &

Industry (Department of Industrial Policy & Promotion/ Secretariat for Industrial Assistance), whether in India or abroad, and subject to necessary approvals, consents, permissions and / or sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents, authority and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof), the consent, authority and approval of the Company be and is hereby granted to the Board to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs") (whether listed or otherwise), fully convertible debentures/partly convertible debentures, non-convertible debentures ("the NCD") with or without warrants, with a right exercisable by the warrant holder to exchange the said warrant with equity shares and/or any other financial instruments convertible into Equity Shares (including warrants or otherwise) and/or any security convertible into equity shares and/or securities linked to equity shares and/or securities with or without detachable warrant with right exercisable by the warrant holder to convert or subscribe to equity shares (all of which are hereinafter collectively referred to as Securities) or any combination of securities, at a later date, in one or more tranches, whether Indian rupee denominated or denominated in one or more foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, of public and/private offering and/or Qualified Institutions Placement (QIP) or any combination thereof, through issue of prospectus and/or private placement(s) document or other permissible/requisite offer document, at such time or times, to any eligible person, as permitted under applicable law including qualified institutional buyers, foreign / Indian resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and / or multilateral financial institutions, foreign portfolio investors, mutual funds, non-resident Indians, stabilizing agents and / or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the Investors) whether or not such Investors are members of the Company as may be decided by the Board at its discretion and permitted under applicable laws and regulations, of an aggregate amount up to ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) or equivalent thereof in one or more foreign currency and / or Indian Rupee, inclusive of such premium as may be fixed on such Securities by offering the Securities, in one or more countries, at such time or times, at such price or prices or premium to market price or prices permitted under the applicable laws in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency(ies) or equivalent Indian rupees inclusive of such premium, as may be determined by the Board, in any convertible foreign currency, as the Board may at its absolute discretion deem fit and appropriate.

RESOLVED FURTHER THAT if any issue of securities is made by way of QIP in terms of chapter VIII of SEBI ICDR Regulations (hereinafter referred as eligible securities within the meaning of SEBI ICDR Regulations) the eligible securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders' resolution approving the proposed issue or within such other time as may be allowed by the SEBI ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such other percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a. the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b. the relevant date for the determination of applicable price for the issue of Securities shall be as per the regulations prescribed by SEBI, RBI, Govt through its various departments or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules / regulations / statutory provisions.

RESOLVED FURTHER THAT the issue to the holders of any Securities with underlying Equity Shares shall be, *inter-alia*, be subject to the following terms and conditions:

- in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- in the event of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; and
- in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of Investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, redemption period, listing on one or more overseas/domestic stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board or Management Committee or any other Committee thereof be and is hereby authorized to engage / appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Escrow Agents, Paying and Conversion Agents and any other Advisor and all such agencies as may be involved or concerned depending on the nature of the offering of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

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 conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari-passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 42 and 71 of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, the consent of the Company, be and is hereby granted to the Board to offer, issue and allot Secured or Unsecured Redeemable Non-convertible Debentures/Bonds in one or more tranches, on private placement basis, on such terms and conditions as the Board of Directors may determine and consider proper and most beneficial to the Company including as to when the said Debentures are to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, for an amount upto ₹ 2,500 Crore (Rupees Two thousand Five hundred Crore Only) including the amounts raised through issue of any other Securities.

RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / other persons authorized by the Board (Authorized Persons) to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise with regard to issue and allotment of Securities including but not limited to:

- a. Approving the offer document and filing the same with any other authority or persons as may be required;
 - b. Approving the specific nature and size of Security (in Indian Rupee or such other foreign currency) to be offered, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
 - c. To affix the Common Seal of the Company on any agreement(s) / document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company or any one of the above Authorized Persons, who shall sign the same in token thereof;
 - d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;
 - e. Opening such bank accounts and demat accounts as may be required for the transaction;
 - f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
 - g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
 - h. Making applications for listing of the Securities on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and
 - i. To authorize or delegate all or any of the powers herein above conferred to any one or more persons, if need be.”
6. 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 and other applicable provisions of the Companies Act, 2013 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) and the provisions of the Articles of Association of the Company and subject to such sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded to the re-appointment of Mr. G.M. Rao (DIN: 00574243) as Executive Chairman of the Company for a period of three (3) years, effective from October 18, 2017 with remuneration as detailed below:

Overall remuneration of ₹ 2.4 Crore 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. G.M. Rao.

The valuation of perquisites for inclusion in remuneration shall be as per the provisions of the Income Tax Act, 1961.

RESOLVED FURTHER THAT Mr. G.M. Rao, Executive Chairman shall be entitled 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 each financial year.

RESOLVED FURTHER THAT Mr. G.M. Rao shall continue to serve as an Executive Chairman of the Company upon attaining age of 70 years during tenure of his appointment.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any financial year during the tenure of Mr. G.M. Rao as Executive Chairman of the Company, the Company has no profits or inadequacy of profits, Mr. G.M. Rao shall be entitled to receive remuneration, as salary, perquisites and allowances, as per the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof, unless approval / consent from the Central Government is obtained for paying in excess of the said limits of Schedule V.

RESOLVED FURTHER THAT notwithstanding anything contained herein, Mr. G.M. Rao be provided the following facilities to meet the business

requirement:

- i. Car
- ii. Telephones, internet etc.
- iii. Security services

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filing application for obtaining approval of Central Government, if required, as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution. “

7. 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 and other applicable provisions of the Companies Act, 2013 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) and the provisions of the Articles of Association of the Company and subject to such sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded to the re-appointment of Mr. Grandhi Kiran Kumar (DIN: 00061669) as Managing Director of the Company for a period of three (3) years, effective from July 28, 2018 with remuneration as detailed below:

Overall remuneration of ₹ 2.4 Crore 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 for inclusion in remuneration shall be as per the provisions of the Income Tax Act, 1961.

RESOLVED FURTHER THAT Mr. Grandhi Kiran Kumar, Managing Director shall be entitled 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, in any financial year during the tenure of Mr. Grandhi Kiran Kumar as Managing Director of the Company, the Company has no profits or inadequacy of profits, Mr. Grandhi Kiran Kumar shall be entitled to receive remuneration, as salary, perquisites and allowances, as per the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof, unless approval / consent from the Central Government is obtained for paying in excess of the said limits of Schedule V.

RESOLVED FURTHER THAT notwithstanding anything contained herein, Mr. Grandhi Kiran Kumar be provided the following facilities to meet the business requirement:

- i. Car
- ii. Telephones, internet etc.
- iii. Security services

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filing application for obtaining approval of Central Government, if required, as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

**By order of the Board of Directors
For GMR Infrastructure Limited
Sd/-**

**Adi Seshavataram Cherukupalli
Company Secretary & Compliance Officer**

**Place: New Delhi
Date: August 31, 2017**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxies, in order to be effective, must be received at the registered office of the Company at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, not less than forty-eight hours before the commencement of the AGM.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to item nos. 4 to 7 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), relating to item Nos. 6 and 7 are annexed hereto.
3. Copies of all documents referred to in the notice and explanatory statement annexed thereto are available for inspection at the registered office of the Company between 10.00 a.m. IST to 1.00 p.m. IST on all working days till the date of the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 22, 2017 to Friday, September 29, 2017 (both days inclusive).
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Karvy Computershare Private Limited 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. Members holding shares in physical form are requested to de-materialize their shares. Members holding shares in physical mode are requested to intimate changes in their address to Karvy Computershare Private Limited, RTA of the Company located at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Members holding shares in electronic mode are requested to send the intimation for change of address to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
7. 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.
8. 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 in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.
9. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Karvy Computershare Private Limited (RTA) / Depositories.
10. In terms of Section 125 of the Companies Act, 2013, the Company has transferred the share application money received by the Company for allotment of shares and due for refund remaining unpaid or unclaimed for a period of seven years from the date they became due for payment to the Investor Education and Protection Fund, established by the Central Government.
11. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary, at the Company's Registered Office. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per the provisions of Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
12. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to send their queries at an early date so that the desired information may be made available at the Meeting.
13. Members or Proxies should bring the attendance slip duly filled in for attending the Meeting.
14. As a measure of austerity, copies of the Annual Report will not be distributed at the Meeting. Members are requested to bring their copy of Annual Report to the Meeting.

15. No compliment or gift of any nature will be distributed at the Meeting.
16. 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 SEBI LODR, the Company is pleased to provide members with facility to exercise their votes by electronic means through remote e-voting services provided by Karvy Computershare Private Limited (Service Provider) on all resolutions set forth in this Notice. The facility for voting will also be made available at the meeting, to the Members attending the AGM and who have not already cast their votes by remote e-voting. Such Members shall be able to exercise their right at the AGM through e -voting. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM, but shall not be entitled to cast their votes again.

The instructions and other information relating to remote e-voting are as under:

The procedure for remote e-voting is as below:

(i) In case of Members receiving e-mail from Karvy Computershare Private Limited:

- a) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- b) Enter the login credentials i.e. User ID and Password mentioned below this communication. Your Folio No. / DP ID-Client ID will be your User ID.

User - ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 character DP ID followed by 8 digits Client ID b) For CDSL :- 16 digits Beneficiary ID For Members holding shares in physical form:- • Event Number followed by Folio Number registered with the Company
Password	In case of members who have not registered their email addresses, their User-Id and Password is printed below.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- c) After entering the details appropriately, Click on "LOGIN".
- d) You will now reach Password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the "EVENT" i.e., GMR Infrastructure Limited.
- g) On the voting page, the number of shares as held by the members as on the Cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click "FOR/AGAINST" as the case may be. You are not required to cast all your votes in the same manner. 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 in case you wish to abstain from voting. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- h) Members holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.
- i) You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- j) Institutional Members (i.e. other than Individuals, HUF, NRI, etc..) are also required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer through e-mail ID: sree@sreedharancs.com with a copy marked to evoting@karvy.com.
- k) Once you have cast your vote on resolution, you will not be allowed to modify it subsequently.
- l) The facility for e-voting, other than remote e-voting, shall also be made available at the venue of AGM. Members attending the AGM and who have already not cast their vote by remote e-voting will only be able to exercise their right to vote at the AGM through e voting. However, this facility shall be operational till all the resolutions are considered and voted upon in the meeting.
- m) The remote e-voting period commences on September 26, 2017 at 9.00 a.m. IST and ends on September 28, 2017 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. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. 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 Friday, September 22, 2017 will be entitled to cast their votes by remote e-voting.
- n) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting i.e., Friday, September 22, 2017, he / she may write to Karvy on the email id evoting@karvy.com requesting for the User ID and Password. However, Karvy shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.

ii) In case of Members receiving physical copy of the Notice of AGM by Post (for Members whose e-mail addresses are not registered with the Company/ Depositories):

- (i) Initial Password is provided as below / at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (a) to (j) of (i) above, to cast vote.
- o) In case of any query pertaining to e-voting, please visit Help & Frequently Asked Questions (FAQ's) for members and e-voting User Manual for members available at the download section of <https://evoting.karvy.com> (Karvy's website) or contact M/s. Karvy Computershare Private Limited at 1800 345 4001 (Toll free).
- p) It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- q) The results of voting (remote e-voting and e-voting) will be announced by the Company on its website and the same shall also be informed to the Stock Exchanges.

Other Instructions

1. Mr. V. Sreedharan, (Membership No. FCS 2347) Practicing Company Secretary has been appointed as the Scrutinizer for conducting the remote e-voting, and e-voting process (in a fair and transparent manner).
2. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company. Further, the Scrutinizer shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized 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.karvy.com> immediately after the result is declared by the Chairman or by person authorized by him and communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company at its meeting held on August 11, 2017, on recommendation of the Audit Committee, approved the appointment of and remuneration payable to M/s Rao, Murthy & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2018.

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 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, 2018 as set out in the resolution, for the services rendered / to be rendered by the Cost Auditor.

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.

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

Item No. 5

The Special Resolution proposed is an enabling resolution to facilitate the continuing efforts to reduce the debts of the Company and its subsidiaries or other entities in the group and to meet the capital expenditure needs of the ongoing projects of the Company, its subsidiaries, associates etc., and to meet any exigencies including pursuing new opportunities, etc. As the Company has done in the past, it is proposed to create, offer, follow on offer, issue and allot Equity shares, GDRs, ADRs, FCCBs, equity linked instruments, debentures and such other securities as stated in the resolution (the "Securities") at such price or prices, at premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupee inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board may at its absolute discretion deem fit and appropriate.

The Special Resolution also seeks to empower the Board of Directors to undertake a Qualified Institutional Placement (QIP) with Qualified Institutional Buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be amended from time to time ("the SEBI ICDR Regulations"). The Board of Directors, may in their discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations in order to facilitate and meet its capital expenditure needs of the ongoing projects of the Company, its subsidiaries, associates etc., and to meet any exigencies including pursuing new opportunities, etc. without the need for fresh approval from the shareholders. The pricing of the Securities to be issued to QIBs pursuant to Chapter VIII of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI ICDR Regulations. The Company may, in accordance with applicable laws, offer a discount of not more than 5% or such other percentage as permitted under applicable law to the price determined pursuant to the SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee thereof decides to open the QIP for subscription.

The Company therefore seeks a fresh approval which will enable the Company to meet its fund requirements as and when required, by providing an option to the Board of Directors to decide the type and manner of securities to be offered, in the best interests of the Company.

The Special Resolution seeks to give the Board the powers to issue any of the Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board may in its absolute discretion deem fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue / allotment / conversion would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations").

Section 62(1)(c) of the Companies Act, 2013 and the relevant regulations of the SEBI LODR Regulations provides, *inter-alia*, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to the existing shareholders of such company unless the shareholders in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice results in the issue of shares of the Company otherwise than to the members of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI LODR Regulations.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company. The Company with this resolution intends to retain the right and flexibility to undertake any of the following activities; namely issue of GDRs, ADRs, FCCBs, QIPs, Equity linked instruments, Non-Convertible debentures and other securities upto ₹ 2,500 Crore.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested in the aforesaid resolution.

The Board recommends passing of the resolution set out in Item No. 5 as a Special Resolution.

Item No. 6

Mr. G.M. Rao was appointed as Executive Chairman 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 October 18, 2012.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on August 11, 2017 approved the re-appointment of Mr. G.M. Rao as Executive Chairman of the Company effective from October 18, 2017.

Pursuant to Sections 196, 197 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. G.M. Rao requires approval of the members by way of special resolution.

Further, Mr. G.M. Rao shall attain the age of 70 years during his proposed tenure of re-appointment. Considering Mr. G.M. Rao's visionary perspective direction and leadership towards the GMR Group strategy deployment and implementation, strategic partnerships, winning of bids / new projects and towards successful development of such projects and his overall rich expertise, it is justifiable to continue his appointment beyond the age of 70 years.

Further, in the event of inadequacy of profits or losses by Company, the limits of remuneration may be doubled pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

The terms and conditions of the re-appointment and remuneration payable to Mr. G.M. Rao are provided in the resolution referred in Item No. 6. Mr. G.M. Rao is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent for the re-appointment.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of re-appointment pursuant to Section 196 of the Companies Act, 2013.

Save and except Mr. G.M. Rao (himself), Mr. G.B.S. Raju and Mr. Grandhi Kiran Kumar (his sons), and Mr. Srinivas Bommidala (his son-in-law), to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the members.

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 2016-17 (₹ in Crore) a. Revenue from operations: 1179.77 b. Profit/ (Loss) before tax: (3,684.02) c. Profit/ (Loss) after tax: (3,684.11)						
(5) Foreign investments or collaborations, if any.	₹ 1,490.12 Crore						
II. Information about the appointee:							
(1) Background details	Mr. G.M. Rao, aged 68 years, a Mechanical Engineer, is the Founder Chairman of the GMR Group. Over the last 4 decades he has successfully established GMR Group, as one of the most recognized brands in the country. Mr. GM Rao's vision in 3 dimensions of business building, institution building and family governance had a 4 th dimension built into it, that of giving back to society. He has set up an independent, professionally run, company, GMR Varalakshmi Foundation, to channelize funds for social causes for the benefit of the under-served in society. He has served on the very prestigious Central Board of Directors of Reserve Bank of India (RBI) from year 2011 to 2015.						
(2) Past remuneration	The total remuneration drawn by Mr. G.M. Rao during the past two years is as follows:						
	<table border="1"> <thead> <tr> <th>Year</th> <th>₹ in Lacs</th> </tr> </thead> <tbody> <tr> <td>2016-17</td> <td>71.29</td> </tr> <tr> <td>2015-16</td> <td>81.97</td> </tr> </tbody> </table>	Year	₹ in Lacs	2016-17	71.29	2015-16	81.97
	Year	₹ in Lacs					
2016-17	71.29						
2015-16	81.97						
(3) Recognition or awards	Mr. G.M. Rao was conferred with the honorary Doctor of Laws by York University, Toronto, Canada in 2011, the honorary Doctor of Letters by the Andhra University, India in 2010 and honorary Doctor of Letters by the Jawaharlal Nehru Technological University, Hyderabad, India in 2005. He received the award for the 'First Generation Entrepreneur of the Year' from CNBC TV18 in 2009. In the same year, he received the 'Infrastructure Person of the Year' award at the Infrastructure Journal Award Ceremony held in London. He was also chosen as the 'Entrepreneur of the year' at the Economic Times Awards for Corporate Excellence 2006-07, apart from numerous other awards and public recognition throughout his career.						
(4) Job profile and his suitability	He is the Founder Chairman of GMR Group. Over the last 4 decades he has successfully established GMR Group, as one of the most recognized brands in the country, creating national infrastructure assets of global scale and world-class quality, creating new benchmarks. The Group is now well diversified and professionally managed infrastructure developer with focus on Airports, Energy, Transportation and Urban Infrastructure including SEZs. He is also on the Board of GMR Airports Limited as an Executive Chairman.						
(5) Remuneration proposed	The remuneration proposed is detailed in the resolution.						
(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)	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.						
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	There is no pecuniary relationship with the Company except the following: a. He is holding the position of Executive Chairman. b. He is included under the 'Promoter and Promoter Group' of the Company. c. He holds 17,31,330 equity shares (including shares held as Karta of HUF) of Company as on March 31, 2017.						
III. Other information:							
(1) Reasons of loss or inadequate profits	<ul style="list-style-type: none"> General slowdown and inherent problems relating to raw material, market etc., in some sectors of the 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. 						

(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	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year.

Item No.7

Mr. Grandhi Kiran Kumar was appointed as 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.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on August 11, 2017 have approved the re-appointment of Mr. Grandhi Kiran Kumar as Managing Director of the Company effective from July 28, 2018.

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.

Further, in the event of inadequacy of profits or losses by Company, the limits of remuneration may be doubled pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

The terms and conditions of the re-appointment and remuneration payable to Mr. Grandhi Kiran Kumar are provided in the resolution referred in Item No. 7. 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.

The terms as set out in the Resolution and explanatory statement may be treated as an abstract of the terms of re-appointment pursuant to Section 196 of the Companies Act, 2013.

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/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Board of Directors accordingly recommends the Special Resolution set out at Item No.7 of the Notice for the approval of the members.

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	<p>For Financial year 2016-17 (₹ in Crore)</p> <p>a. Revenue from operations: 1179.77</p> <p>b. Profit/ (Loss) before tax: (3,684.02)</p> <p>c. Profit/ (Loss) after tax: (3,684.11)</p>

(5) Foreign investments or collaborations, if any.	₹ 1,490.12 Crore						
II. Information about the appointee:							
(1) Background details	Mr. Grandhi Kiran Kumar, aged 41 years, is a Graduate in Commerce and has been on the Company's Board since 1999. He has successfully spearheaded the setting up of the Greenfield Hyderabad International Airport and the development and modernization of Delhi International Airport, a major public-private partnership project. Earlier he headed the GMR Group's Finance function and the Shared Services. Subsequently he led Highways, Construction, SEZs and allied businesses (excluding Airports SEZ). He is currently overseeing Group Finance and Corporate Strategic Planning Department functions.						
(2) Past remuneration	The total remuneration drawn by Mr. Grandhi Kiran Kumar during the past two years is as follows: <table border="1" data-bbox="746 681 1398 802"> <thead> <tr> <th>Year</th> <th>₹ in Lacs</th> </tr> </thead> <tbody> <tr> <td>2016-17</td> <td>127.08</td> </tr> <tr> <td>2015-16</td> <td>95.08</td> </tr> </tbody> </table>	Year	₹ in Lacs	2016-17	127.08	2015-16	95.08
Year	₹ in Lacs						
2016-17	127.08						
2015-16	95.08						
(3) Recognition or awards	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: <ol style="list-style-type: none"> 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 and reduction of borrowing costs across the Group. 						
(4) Job profile and his suitability	He is the Managing Director of the Company and devotes whole time 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 Delhi International Airport Limited as an Executive Director.						
(5) Remuneration proposed	The remuneration proposed is detailed in the resolution.						
(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)	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.						
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	There is no pecuniary relationship with the Company except the following: <ol style="list-style-type: none"> He is holding the position of Managing Director. He is included under the 'Promoter and Promoter Group' of the Company. He holds 872,160 equity shares (including shares held as Karta of HUF) of Company as on March 31, 2017. 						

III. Other information:	
(1) Reasons of loss or inadequate profits :	<ul style="list-style-type: none"> • General slowdown and inherent problems relating to raw material, market etc., in some sectors of the 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.
(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	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year.

Place: New Delhi
Date: August 31, 2017

By order of the Board of Directors
For GMR Infrastructure Limited
Sd/-
Adi Seshavataram Cherukupalli
Company Secretary & Compliance Officer

Annexure

Details of directors seeking re-appointment at the Annual General Meeting to be held on September 29, 2017, pursuant to SEBI (LODR) Regulations and SS-2, as on March 31, 2017:

Name of the Director	Mr. G.M. Rao	Mr. Grandhi Kiran Kumar
Director Identification Number (DIN)	00574243	00061669
Age	68 years	41 years
Brief resume of the Director and other details viz. qualifications, experience/ expertise	Details disclosed in Statement above containing required information pursuant to Section II of Schedule V of Companies Act, 2013 under item no. 6.	Details disclosed in Statement above containing required information pursuant to Section II of Schedule V of Companies Act, 2013 under item no. 7.
Date of first appointment on the Board	Appointed as one of the first directors since Incorporation i.e., May 10, 1996.	July 27, 1999
Shareholding in the Company	1,731,330 equity shares (including shares held as Karta of HUF)	872,160 equity shares (including shares held as Karta of HUF)
Directorships and Committee memberships held in other companies	Given hereunder as (a)	Given hereunder as (b)
Inter-se relationships between - Directors - Key Managerial Personnel (KMP)	Mr. G.M. Rao is the father of Mr. G.B.S. Raju and Mr. Grandhi Kiran Kumar and father-in-law of Mr. Srinivas Bommidala. There is no other inter-se relationship with other directors and KMP of the Company.	Mr. Grandhi Kiran Kumar is the younger son of Mr. G.M. Rao, brother of Mr. G.B.S. Raju and brother-in-law of Mr. Srinivas Bommidala. There is no other inter-se relationship with other directors and KMP of the Company.
Number of Board Meetings attended during the year 2016-17	Four (4)	Six (6)
Details of remuneration last drawn (₹)	₹ 71.29 Lacs	₹ 127.08 Lacs

(a) Names of entities in which Mr. G. M Rao holds directorship and the membership of Committees of the board:

S. No.	Name of Companies (Directorship)*	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Management Committee
2.	GMR Hyderabad International Airport Limited	Nil
3.	GMR Varalakshmi Foundation	Nil
4.	Delhi International Airport Limited	Nil
5.	Delhi Aerotropolis Private Limited	Nil
6.	GMR Airports Limited	Nil
7.	AMG Healthcare Destination Private Limited	Nil
8.	Parampara Family Business Institute	Nil
9.	Kakinada SEZ Limited	Nil
10.	Andhra Pradesh State Skill Development Corporation	Nil
11.	GMR Goa International Airport Limited	Nil

(b) Names of entities in which Mr. Grandhi Kiran Kumar holds directorship and the membership of Committees of the board:

S. No.	Name of Companies (Directorship)*	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Management Committee
2.	GMR Hyderabad International Airport Limited	Nil
3.	GMR Varalakshmi Foundation	Nil
4.	Delhi International Airport Limited	Share Allotment, Transfer & Grievance Committee
5.	GKR Holdings Private Limited	Nil
6.	GMR Airports Limited	Nil
7.	GMR Sports Private Limited	Nil
8.	GMR Goa International Airport Limited	Nil

*Foreign entities not considered.

**GMR INFRASTRUCTURE LIMITED**

(CIN: L45203MH1996PLC281138)

Regd. Office: Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India.
Ph: +91 22 4202 8000 Fax: +91 22 4202 8004 Web: www.gmrgroup.in E-mail: Gil.Cosecy@gmrgroup.in

Form MGT-11**PROXY FORM***(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)*

Name of the member(s):		E-mail Id:	
Registered address:		Folio No/Client Id*:	
		DP ID*:	

I / We being the members of shares of GMR Infrastructure Limited, hereby appoint:

- 1) of having e-mail id or failing him
 2) of having e-mail id or failing him
 3) of having e-mail id

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 21st Annual General Meeting of the Company to be held on Friday, September 29, 2017 at 2.15 p.m. at Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai - 400050, Maharashtra, India and / or at any adjournment thereof.

** I / We direct my / our proxy to vote on the resolution(s) in the manner as indicated below:

Sl. No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements (including consolidated financial statement) of the Company for the Financial Year ended March 31, 2017, and the Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. G.M. Rao as Director who retires by rotation.		
3.	Re-appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company.		
4.	Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2018.		
5.	Approval for issue and allotment of securities, for an amount upto ₹ 2,500 Crore in one or more tranches.		
6.	Re-appointment of Mr. G. M. Rao as Executive Chairman of the Company.		
7.	Re-appointment of Mr. Grandhi Kiran Kumar as Managing Director of the Company.		

Signed this day of 2017

.....
Signature of Shareholder.....
Signature of first Proxy holder.....
Signature of second Proxy holder.....
Signature of third Proxy holderAffix
Revenue
Stamp**NOTES:**

- The form should be signed across the stamp as per specimen signature registered with the Company.
 - The proxy form should be deposited at least 48 hours before the commencement of the meeting at the registered office of the Company.
 - A proxy need not be a member of the Company.
 - A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
 - In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
 - The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
 - In case a member wishes his / her votes to be used differently, he / she should indicate the number of shares under the column "For" or "Against" as appropriate.
- * Applicable for the members holding shares in electronic form.
 ** This is optional. Please put a tick mark (✓) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate.

**GMR INFRASTRUCTURE LIMITED**

(CIN: L45203MH1996PLC281138)

Regd. Office: Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India.
Ph: +91 22 4202 8000 Fax: +91 22 4202 8004 Web: www.gmrgroup.in E-mail: Gil.Cosecy@gmrgroup.in

ATTENDANCE SLIP**(21st Annual General Meeting to be held on Friday, September 29, 2017)**

Name of the Member: *DP ID :

Regd. Folio No.: *Client ID :

No. of shares held:

Note: Member / Proxy must hand over the duly signed attendance slip at the venue.

*Applicable for the members holding shares in electronic form.

.....
Signature of the Member / Proxy

Venue Map

Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai - 400050, Maharashtra, India

