



July 28, 2022

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001.
Scrip: 532754

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

Dear Sir/Madam,

Sub: Postal Ballot Notice - GMR Infrastructure Limited (GIL).

Ref: Regulation 30 of SEBI Listing Obligations & Disclosure Requirements Regulations, 2015 ("SEBI LODR").

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed GIL's Postal Ballot Notice dated 28th July, 2022, which is being sent electronically to those Members whose names appear in the Register of Members/ List of Beneficial Owners as on Monday, 25th July, 2022 ("**Cut-off date**") and whose email IDs are registered with KFintech Technologies Limited ("**KFintech**"), the Registrar & Share Transfer Agent of the Company or the Depository Participant(s), for seeking their approval by means of Postal Ballot through remote e-voting only for the following Special Resolution:

1. Approval for change of name of the Company from "GMR Infrastructure Limited" to "**GMR Airports Infrastructure Limited**" and consequent alteration in Memorandum and Articles of Association of the Company.

The voting through electronic mode ("**e-voting**") shall commence from Friday, July 29, 2022 at 9.00 a.m. IST and shall end on Saturday, August 27, 2022 at 5.00. p.m. IST. The results of the Postal Ballot will be declared on or before Tuesday, 30th August, 2022.

The copy of the said Notice is also being uploaded on the website of the Company i.e. www.gmrinfra.com and of KFintech i.e. <https://evoting.kfintech.com>.

Request you to please take the same on record.

Thanking you,

for **GMR Infrastructure Limited**

T. Venkat Ramana
Company Secretary &
Compliance Officer



Encl: As above

GMR Infrastructure Limited

Corporate Office: New Udaan Bhawan, Opp. Terminal 3, Indira Gandhi International Airport, New Delhi - 110 037

Registered Office: Plot No. C-31, G Block, 701, 7th Floor, Naman Centre, Bandra Kurla Complex (Opp. Dena Bank), Bandra (East), Mumbai - 400 051

CIN L45203MH1996PLC281138 T +91 11 4253 2600 F +91 11 4719 7181 E gil.cosecy@gmrgroup.in W www.gmrinfra.com





GMR INFRASTRUCTURE LIMITED
(CIN: L45203MH1996PLC281138)

Regd. Office: Naman Centre, 701,7th Floor, Opp. Dena Bank, Plot No. C-31,
G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400051
Ph: +91 22 4202 8000, Fax: +91 22 4202 8004
Web: www.gmrinfra.com, E-mail: Gil.Cosecy@gmrgroup.in

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended and other applicable laws and regulations read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 05, 2022 in relation to "*Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19*" issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), that the resolutions set out below are proposed to be passed by the Members of GMR Infrastructure Limited (hereinafter referred to as "**the Company**") by means of Postal Ballot (**only through remote e-voting process**).

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

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

In compliance with Regulation 44 of SEBI Listing Regulations and the provisions of Section 108 and 110 of the Act read with the Rules, SS-2, as amended from time to time and in accordance with MCA Circulars, the Company has extended only remote e-voting facility to the Members (whether holding shares in physical or in dematerialised form) to enable them to exercise their right to vote on the matters included in the notice of Postal Ballot electronically i.e. through remote e-voting instead of submitting the Postal Ballot form. The remote e-voting period commences on Friday, July 29, 2022 (9.00 a.m. IST) and ends on Saturday August 27, 2022 (5.00 p.m. IST). The instructions for remote e-voting are appended to this Postal Ballot Notice and members are requested to read it carefully and follow the same.

Members desiring to exercise their vote by Postal Ballot can send their assent or dissent through the remote e-voting process before the close of working hours (5.00 p.m. IST) on August 27, 2022. The remote e-voting facility will be disabled immediately thereafter.

The Board of Directors has appointed Mr. V Sreedharan (Membership No. FCS 2347) or failing him Mr. Pradeep Kulkarni, (Membership No. FCS 7260) or failing him Ms. Devika Satyanarayana (Membership No. ACS 16617), Partners, M/s. V. Sreedharan and Associates, Practicing Company Secretaries, as a Scrutinizer for conducting the Postal Ballot by way of e-voting process in accordance with the law, in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Board of Directors, or any person authorised by him, after the completion of the scrutiny. The Chairman or person authorised by him will announce the result of the Voting by Postal Ballot (through the remote e-voting process), on or before August 30, 2022 and result along with the Scrutinizer's Report will be posted on the Company's website www.gmrinfra.com and KFin Technologies Limited's e-voting website i.e. <https://evoting.kfintech.com> besides being communicated to the Stock Exchanges where the Company's shares are listed. The result shall also be displayed on the notice

board at the Registered Office of the Company situated at Naman Centre, 701, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400051 as well at the Corporate Office of the Company situated at New Udaan Bhawan, Opposite Terminal 3, Indira Gandhi International Airport, New Delhi-110037.

The proposed resolution, if approved by requisite majority, will be taken as passed effectively on the last date of voting i.e August 27, 2022.

Members requiring any clarifications on e-voting may contact KFin Technologies Limited on toll free number 1800 3454 001 or by email evoting@kfintech.com.

Proposed Resolution

Item No. 1:

Approval for change of name of the Company from “GMR Infrastructure Limited” to “GMR Airports Infrastructure Limited” and consequent alteration in Memorandum and Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 13,14, 110 and other applicable provisions, if any, of the Companies Act 2013 (“Act”) read with the Companies (Incorporation) Rules, 2014, as amended, (“the Act”) and the provision(s) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”) and any other applicable provision (including any statutory modification or re-enactment thereof for the time being in force) and subject to any other approval of statutory/competent authority, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include a Management Committee thereof), the consent, approval and authority of the Members be and is hereby accorded for change of name of the Company from “GMR Infrastructure Limited” to “**GMR Airports Infrastructure Limited**” and consequent alteration in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT Clause I i.e. Name Clause of the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

“I. The name of the Company is **GMR Airports Infrastructure Limited**”.

RESOLVED FURTHER THAT the name GMR Infrastructure Limited wherever it appears in the Memorandum and Articles of Association be substituted with the new name “**GMR Airports Infrastructure Limited**” and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company, name boards, letter heads and at all other places wherever appearing.

RESOLVED FURTHER THAT the Board or the Management Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, to give effect to the above resolutions.”

**By order of the Board
For GMR Infrastructure Limited**

Sd/-

**T. Venkat Ramana
Company Secretary**

Place: New Delhi
Date: July 28, 2022

Registered Office:

GMR Infrastructure Limited
Naman Centre, 701, 7th Floor,
Opp. Dena Bank, Plot No.C-31,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai, Maharashtra – 400051
CIN: L45203MH1996PLC281138

NOTES:

1. Explanatory Statement for the proposed resolution mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended below to this notice.
2. The notice of postal ballot is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on July 25, 2022 (“**Cut-off date**”) and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited (“KFinTech”).
3. Eligible Members who have registered their email address and not received Postal Ballot notice, User-Id and password for remote e-voting may, write an email to Gil.Cosecy@gmrgroup.in with subject as “Postal Ballot Notice” and obtain the same. For Members who have not registered their email address and in consequence the Postal Ballot Notice could not be serviced, may temporarily get their email address registered with KFinTech by following the instructions given under Note No. 7C below.
4. Members whose names appear on the Register of Members/ List of Beneficiary Owners as on July 25, 2022, (Cut-off Date) will be considered for the purpose of e-voting. A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, MCA Circulars and in compliance with Regulation 44 of the Listing Regulations read with 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. For this purpose, the Company has engaged KFinTech for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
6. Voting rights shall be reckoned in proportion to the shareholding of the paid-up value of the shares registered in the name of the Members/ Beneficial Owners as on the Cut-off date.
7. The e-voting process commences on Friday July 29, 2022(9.00 a.m. IST) and ends on Saturday August 27, 2022(5.00 P.M. IST). The remote e-voting module shall be disabled by KFinTech for remote e-voting thereafter. Once the vote on a Resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

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

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1. Members already registered for NSDL Internet Based Demat Account Statement (IDeAS) facility;</p> <ul style="list-style-type: none"> • Please visit the following URL https://eservices.nsd.com. • Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. • A new screen will prompt and you will have to enter your User ID and Password. • Post successful authentication, click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. • Click on company name or e-Voting service provider name i.e., KFinTech and you will be re-directed to KFinTech website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. <p>2. Members who have not registered for IDeAS facility, may follow the below steps;</p> <ol style="list-style-type: none"> i. To register for IDeAS facility visit the URL at https://eservices.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 formalities, follow the steps provided above. <p>3. Members may alternatively vote through the e-voting website of NSDL in the following manner;</p> <ol style="list-style-type: none"> i. Visit the following URL: https://www.evoting.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
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Members already registered for Easi/ Easiest facility may follow the below steps;</p>

Type of shareholders	Login Method
	<p>i. Visit the following URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com</p> <p>ii. Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: www.cdslindia.com)</p> <p>iii. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.</p> <p>iv. Click on Company name or e-voting service provider name i.e. KFintech to cast your vote.</p> <p>2. Members who have not registered for Easi/Easiest facility, may follow the below steps;</p> <p>i. To register for Easi/Easiest facility visit the URL at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii. On completion of the registration formality, follow the steps mentioned above.</p> <p>3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:</p> <p>i. Visit the following URL: www.cdslindia.com</p> <p>ii. Enter the demat account number and PAN</p> <p>iii. Enter OTP received on mobile number and email registered with the demat account for authentication.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p> <p>2. On clicking the e-voting icon, members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication.</p> <p>3. Members may then click on Company name or e-voting service provider name i.e. KFintech and will be redirected to KFintech website for casting their vote.</p>

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e., User ID and Password). In case of physical folio, User ID will be EVEN (e-Voting Event Number) XXXX, followed by folio number. Your Folio No./DP ID-Client ID will be your User ID. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote.
- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN", 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 Format) of the Board Resolution/Authority Letter etc., duly authorising their authorized representative(s) to cast vote on its behalf and to vote through remote e-voting to the Scrutinizer at his e-mail ID compliance@sreedharancs.com with a copy marked to evoting@kfintech.com and to the Company at Gil.Cosecy@gmrgroup.in. The file scanned image of the Board Resolution/Authority Letter should be in the naming format "Corporate Name _ EVEN no." In case if the authorized representative casts vote, the above mentioned documents shall be submitted before or at the time of casting the vote.

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

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

- I. The process for registration of email address with KFintech for receiving the Notice of Meeting and login ID and password for e-voting is as under:
 - a) Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
 - b) Select the Company name viz. GMR Infrastructure Limited.
 - c) Enter the DP ID & Client ID (in case shares are held in electronic form)/ Physical Folio No. and Share Certificate No. (in case shares are held in physical form) and PAN details.
 - d) Enter your email address and mobile number.
 - e) The system will then confirm the email address for receiving this Notice.
 - f) System will validate DP ID – Client ID/Folio No. and PAN or Share Certificate No., as the case may be, and send OTP at the registered mobile number as well as email address for validation.
 - g) Enter the OTPs received by SMS and email to complete the validation process.
 - h) Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
- II. Alternatively, member may send an email request at the email id e-voting@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the notice of postal ballot and the e-voting instructions.
- III. Please follow all steps from Note. No. 8(B) above to cast your vote by electronic means.

9. Other Instructions:

- I. If there is any change in the e-mail address already registered with the Company, the equity shareholders are requested to immediately notify such change to the Company's Registrar and Transfer Agent, KFintech, in respect of shares held in physical form.

II. Any member who has not received/forgotten the User ID and Password, may obtain/retrieve the same from KFintech in the manner as mentioned below:

- a) If the mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, the Member may send SMS: MYEPWD<SPACE>Folio No. or DP ID-Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXXX1234567890 (XXXX being EVEN)

- b) If email address or mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.kfintech.com>, the equity shareholder may click 'Forgot Password' and enter Folio No. or DP ID-Client ID and PAN to generate a password.

III. Registration of e-mail address permanently with Company / Depository Participant(s): In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses:

- a) with the Depository Participant (in case of Shares held in dematerialised form);
- b) with KFintech by sending an email request at the email ID evoting@kfintech.com (in case of Shares held in physical form).

IV. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com>. For any grievances related to e-voting, please contact Mr. SV Raju, Deputy Vice President, KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramgula, Serilingamapally Mandal, Hyderabad-500 032 at e-mail: evoting@kfintech.com, Toll Free No: 1800-309-4001.

10. The Board of Directors has appointed Mr. Grandhi Kiran Kumar, Managing Director & CEO and Mr. T. Venkat Ramana, Company Secretary & Compliance Officer of the Company as the designated persons responsible for the entire Postal Ballot process.

11. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company from the circulation of this notice during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. to 1:00 p.m. up to the last date of e-voting i.e. August 27, 2022.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

Item No. 1:

The National Company Law Tribunal (NCLT), Mumbai Bench vide its Order pronounced on December 22, 2021 had sanctioned the Composite Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited, GMR Infrastructure Limited ("the Company") and GMR Power and Urban Infra Limited ("GPUIL"), and their respective shareholders ("**the Scheme**"). As per the Scheme, the Company has demerged its Non-Airport Business i.e. EPC Business and the Urban Infrastructure Business to GMR Power and Urban Infra Limited from the Effective Date of December 31, 2021 and taking effect from the Appointed Date of April 01, 2021. The Company's retained the Airport business.

Consequent to the transfer of the Non-Airport Business of the Company to GPUIL, the Company is now the Holding Company for predominantly the Airport Business of the GMR Group.

To reflect the above characteristic of being an airport holding company, that it has emerged post the Demerger, it is deemed appropriate to reflect the Airport Business in the name of the Company as well. Accordingly, the Board of Directors vide its resolution by circulation dated July 25, 2022 approved the change of the name of the Company from "GMR Infrastructure Limited" to "**GMR Airports Infrastructure Limited**" subject to shareholders' approvals and other necessary statutory/ regulatory approvals.

As per the provisions of Companies Act, 2013 ("the Act"), approval of the shareholders is required for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

The Central Registration Centre ("CRC"), Ministry of Corporate Affairs("MCA") vide its communication dated July 14, 2022 had given their No Objection in the availability of the changed name "GMR Airports Infrastructure Limited" for the Company.

The Company is in compliance with the conditions provided under Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015 ("Listing Regulation"), with respect to change of name of the listed entity, to the extent they are applicable. A Certificate obtained from M/s. C G R & Co., Chartered Accountants (Firm registration number 015078S) dated July 25, 2022 to this effect is annexed hereto and forms part of this Notice and explanatory statement.

Accordingly, approval of the Members is being sought pursuant to the provisions of the Act and Listing Regulations to change the name of the Company from "GMR Infrastructure Limited" to "GMR Airports Infrastructure Limited" and consequential amendment of Memorandum of Association and Articles of Association of the Company.

None of the Directors/ Manager/ Key Managerial Personnel of the Company and/or their relatives is / are, in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the company.

The Board recommends passing of this resolution as a Special Resolution, through Postal Ballot.

**By order of the Board
For GMR Infrastructure Limited**

**Sd/-
T. Venkat Ramana
Company Secretary**

Place: New Delhi
Date: July 28, 2022

Registered Office:
GMR Infrastructure Limited
Naman Centre, 701, 7th Floor,
Opp. Dena Bank, Plot No.C-31,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai, Maharashtra – 400051
CIN: L45203MH1996PLC281138



C.G.R. & Co.
CHARTERED ACCOUNTANTS

Certificate from Chartered Accountant pursuant to Regulation 45(1) of SEBI (LODR), Regulations, 2015

To,
The Board of Directors of
GMR Infrastructure Limited
701, 7th Floor, Naman Centre,
Opp. Dena Bank, Plot No. C31, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400051

We, C G R & Co., Chartered Accountants, have verified the relevant records and documents of GMR Infrastructure Limited ("Company"), in relation to the issue of certificate for compliance of the conditions mentioned under Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), for the change of the name of the Company from "GMR Infrastructure Limited" to GMR Airports Infrastructure Limited."

Based on our examination and according to the information and explanation given to us, we hereby certify that:

- A time period of at least one year has elapsed from the last name change. The Company's name was last changed on July 24, 2000.
- Pursuant to a Scheme of Arrangement (Demerger Scheme) approved by NCLT vide its Order pronounced on December 22, 2021, and coming into effect from April 01, 2021, the Company has demerged its Non-Airport Business and has retained its Airports Business. With the Demerger coming into effect from April 01, 2021, the investments held by the Company in the Airport Business is not less than fifty percent of the total assets of the Company.



Chetan
Gotlur
Ravi

Digitally signed by Chetan Gotlur Ravi
DN: cn=Chetan Gotlur Ravi, o=C.G.R. & Co., ou=Chartered Accountants, email=chetan.gotlur@cgro.co.in, c=IN

This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45(3) of the SEBI LODR, that the Company shall in the Explanatory Statement to the Notice for shareholders' approval for the change in the name of the Company, include a certificate from a Practicing Chartered Accountant stating compliance with conditions provided in Regulation 45(1) of the SEBI LODR.

for C G R & Co.

Chartered Accounts

ICAI Firm Registration No: 015078S

**Chetan
Gotlur Ravi**

Digitally signed by Chetan Gotlur Ravi
DN: c=IN, o=Personal,
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a236d895d6b, cn=Chetan Gotlur Ravi
Date: 2022.07.25 17:51:39 +05'30'



Chetan G.R.

Proprietor

Registration No: 234729

UDIN : 22234729ANPBJF9189

Place: Bangalore

Date: July 25, 2022