



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

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the members of GMR Infrastructure Limited will be held on Wednesday, September 14, 2016 at 3.00 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 businesses:

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, 2016, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. G. B. S. Raju (DIN: 00061686), 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 next 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's 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 next AGM of the Company, 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 Mr. Jayesh Desai (DIN: 00038123), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 13, 2015, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Vissa Siva Kameswari (DIN: 02336249), an Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 years or upto the conclusion of twenty fifth Annual General Meeting whichever is earlier."

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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. R.S.S.L.N. Bhaskarudu (DIN: 00058527), an Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 years or upto the conclusion of twenty fifth Annual General Meeting whichever is earlier."

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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. N.C. Sarabeswaran (DIN: 00167868), an Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 years or upto the conclusion of twenty fifth Annual General Meeting whichever is earlier.”

8. 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. S. Sandilya (DIN: 00037542), an Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 years or upto the conclusion of twenty fifth Annual General Meeting whichever is earlier.”

9. 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. S. Rajagopal (DIN: 00022609), an Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 years or upto the conclusion of twenty fifth Annual General Meeting whichever is earlier.”

10. 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. C.R. Muralidharan (DIN: 02443277), an Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 years or upto the conclusion of twenty fifth Annual General Meeting whichever is earlier.”

11. 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, 2017, being ₹ 125,000/- (Rupees One Lakh Twenty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified.”

12. 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 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which expression shall also include

a Committee thereof) for acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate including subsidiaries, joint ventures, associates, along with the investments already made in the securities of any other body corporate, upto an aggregate amount of ₹ 16,000/- Crore (Rupees Sixteen Thousand Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such other acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to the aforesaid resolution.”

13. 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 applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and any applicable provision of the Companies Act, 2013 read with rules thereunder, the Material Related Party Transactions as entered by the Company for the Financial Year 2015-16 with GMR Energy Limited (GEL), being Loans extended by the Company to GEL to an extent of ₹ 1,288.26 Crore (Rupees One Thousand Two Hundred Eighty Eight Crore and Twenty Six Lakh Only), be and is hereby ratified.”

14. 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 42, 62(1)(c) and 71 of the Companies Act, 2013 (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 & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time and 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, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and subject to any required approval, consent, permission and / or sanction including from 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), all other Ministries / Departments of the Government of India (“GoI”), the Reserve Bank of India (“RBI”), and the Securities and Exchange Board of India (“SEBI”) and / or any other competent authorities and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by GoI, RBI, SEBI and / or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges on which the Company’s equity shares of face value ₹ 1 each (“Equity Shares”) and non-convertible debentures are listed and subject to necessary approvals, permissions, consents and 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 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 accorded 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), non-convertible debentures with or without warrants, other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form), bonds or notes (whether listed or unlisted), any security convertible into Equity Shares with or without voting / special rights, securities linked to Equity Shares and / or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, secured or otherwise including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities, in one or more tranches, whether Indian rupee denominated or denominated in foreign currency, 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 in their discretion and permitted under applicable laws and regulations, of an aggregate amount up to ₹ 2,500/- Crore (Rupees Two Thousand Five Hundred Crore) or equivalent thereof in one or more foreign currency and / or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or 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 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 or equivalent Indian rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Act, the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI (ICDR) Regulations"); and the provisions of the FEMA, the FEMA Regulations, the Board may at its absolute discretion, issue, offer and allot Equity Shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants or any securities which are convertible into or exchangeable with equity shares (collectively referred to as "Securities") of an aggregate amount up to ₹ 2,500/- Crore or equivalent thereof in one or more foreign currency and / or Indian rupees inclusive of such premium, as specified above, to qualified institutional buyers (as defined by the SEBI (ICDR) Regulations) pursuant to a Qualified Institutions Placement (QIP), as provided under Chapter VIII of the SEBI (ICDR) Regulations and such 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 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 pursuant to Regulation 85(1) of the SEBI (ICDR) Regulations, the Board be and is hereby authorized to, at its absolute discretion, offer a discount of not more than 5% or such other percentage as permitted under applicable law to the price calculated in accordance with the pricing formula provided under Chapter VIII of 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 the Securities shall be as per the regulations prescribed by SEBI, RBI, GoI 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, 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, listings on one or more overseas 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 Advisors 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 & 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 accorded 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 to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, for an amount up to ₹ 2,500/- Crore (Rupees Two Thousand Five Hundred Crore) 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 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 in 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 rupees 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 and any one of the above Authorised 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."

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

Sd/-

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

**Place : New Delhi
Date : August 06, 2016**

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 14 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") relating to item Nos. 2, 4, 5, 6, 7, 8, 9 and 10 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. to 1.00 p.m. 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 Wednesday, September 07, 2016 to Wednesday, September 14, 2016 (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. M/s. 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 M/s. Karvy Computershare Private Limited (RTA) / Depositories.
10. In terms of Section 205 C of the Companies Act, 1956, 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 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013, once notified), 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 M/s. Karvy Computershare Private Limited (Service Provider) on all resolutions set forth in this Notice. The facility for voting, through ballot paper, 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 ballot paper. 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 M/s. 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 voting through ballot and 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 a ballot paper or e voting as the case may be. However, this facility shall be operational till all the resolutions are considered and voted upon in the meeting.
- m) The e-voting period commences on September 11, 2016 at 9.00 a.m. and ends on September 13, 2016 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, 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 Wednesday, September 07, 2016 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., Wednesday, September 07, 2016, 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 SI. 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, e-voting and voting through ballot paper) will be announced by the Company on its website and the same shall also be informed to the Stock Exchanges.

Other Instructions

- Mr. V. Sreedharan, (Membership No. FCS 2347) Practicing Company Secretary has been appointed as the Scrutinizer for conducting the remote e-voting, e-voting process and the Ballot Form received from the members who do not have access to the remote e voting/ e-voting process (in a fair and transparent manner).
- 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 and, not later than three days of conclusion of the meeting, 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.
- 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.
- 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**

Mr. Jayesh Desai was appointed as an Additional Director with effect from November 13, 2015, in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 119 of the Articles of Association of the Company, to hold office up to the date of ensuing Annual General Meeting. In this regard, the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Jayesh Desai for appointment as Director of the Company liable to retire by rotation.

The brief resume and other details of Mr. Desai, pursuant to SEBI LODR are furnished in annexure to the notice.

The Board views the presence of Mr. Jayesh Desai on the Board as desirable and beneficial to the Company and hence recommends resolution No. 4 for approval as an Ordinary Resolution.

Except Mr. Jayesh Desai, being appointee, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are concerned or interested, financially or otherwise, in the resolution set out in Item No. 4.

Item No. 5.

Mrs. Vissa Siva Kameswari was appointed as an Independent Director of the Company at 19th Annual General Meeting of the Company to hold office for a term up to the conclusion of the 20th Annual General Meeting of the Company.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, an independent director shall hold office for a term upto five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company. Further, no independent director shall hold office for more than two consecutive terms.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mrs. Vissa Siva Kameswari for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mrs. Vissa Siva Kameswari (i) consent in writing to act as director pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, as well as, Regulation 16 of SEBI LODR.

The Nomination and Remuneration Committee at its meeting held on August 05, 2016 recommended the re-appointment of Mrs. Vissa Siva Kameswari, as an Independent Director to hold office for a second term of five years or upto the conclusion of the Twenty Fifth Annual General Meeting of the Company whichever is earlier.

The Board of Directors of the Company at its meeting held on August 06, 2016 accorded its consent to the re-appointment of Mrs. Vissa Siva Kameswari as an Independent Director for the second term subject to approval of Members in the ensuing Annual General Meeting.

The brief resume and other details of Mrs. Kameswari, pursuant to SEBI LODR are furnished in annexure to the notice.

In the opinion of the Board, Mrs. Vissa Siva Kameswari, fulfils the conditions of appointment specified in SEBI LODR, the Companies Act, 2013 and rules made thereunder for her re-appointment as an Independent Director of the Company.

In Compliance with the provisions of Section 149 read with schedule IV of the Companies Act, 2013 and SEBI LODR, the resolution for the re-appointment of Mrs. Vissa Siva Kameswari as an Independent Director of the Company for a second term of five years or upto the conclusion of the Twenty Fifth Annual General Meeting of the Company whichever is earlier, is placed before the members for their approval. She will not be liable to retire by rotation.

Except Mrs. Vissa Siva Kameswari, being appointee, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are concerned or interested, financially or otherwise, in the resolution set out in Item No. 5.

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

Item No. 6 to 10

Mr. R.S.S.L.N. Bhaskarudu, Mr. N.C. Sarabeswaran, Mr. S. Sandilya, Mr. S. Rajagopal and Mr. C. R. Muralidharan (hereinafter collectively referred to as "the said Directors") were appointed as Independent Director(s) of the Company at the 18th Annual General Meeting of the Company to hold office for a term up to the conclusion of the 20th Annual General Meeting of the Company.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, an independent director shall hold office for a term upto five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company. Further, no independent director shall hold office for more than two consecutive terms.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from member(s), along with deposit of ₹ 1,00,000/- each proposing the candidature of the said Directors for the office of Independent Director(s), to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received separately from each of the said Directors (i) consent in writing to act as director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014, (ii) intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, as well as, Regulation 16 of SEBI LODR.

The brief resume and other details of each of the said Directors, pursuant to SEBI LODR, are furnished in annexure to the notice.

The Nomination and Remuneration Committee at its meeting held on August 05, 2016 recommended the re-appointment of the said Directors, as Independent Directors to hold office for a second term of five years or upto the conclusion of the Twenty Fifth Annual General Meeting of the Company whichever is earlier.

The Board of Directors of the Company at its meeting held on August 06, 2016 accorded its consent to the re-appointment of the said Directors as Independent Directors for the second term subject to approval of Members at the ensuing Annual General Meeting.

In the opinion of the Board, the said Directors fulfil the conditions of appointment specified in SEBI LODR, the Companies Act, 2013 and rules made thereunder for their re-appointment as Independent Directors of the Company.

In Compliance with the provisions of Section 149 read with schedule IV of the Companies Act, 2013 and SEBI LODR, the resolutions for the re-appointment of the said Directors as Independent Directors of the Company for a second term of five years or upto the conclusion of the Twenty Fifth Annual General Meeting of the Company whichever is earlier, are placed before the members for their approval. The said Directors will not be liable to retire by rotation.

Except the said Directors, being respective appointees, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolutions set out in Item Nos. 6 to 10.

The Board recommends passing of the resolutions set out in Item Nos. 6 to 10 as Special Resolutions.

Item No. 11

The Board of Directors of the Company at its meeting held on August 06, 2016, 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, 2017.

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, 2017 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. 11.

The Board recommends passing of the resolution set out in Item No.11 as an Ordinary Resolution.

Item No. 12

In terms of Section 186 of the Companies Act, 2013, the Board of Directors of a company is permitted to make investments in the securities of other bodies corporate to the extent of 60% of its paid-up share capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, from time to time, for business purposes.

However, in case of investments beyond the aforesaid limits, approval of shareholders by way of special resolution is required. Further, pursuant to Rule 11(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 in relation to any acquisition by a holding company by way of subscription, purchase or otherwise of the Securities of its wholly owned subsidiary company, the requirement of passing a special resolution under Section 186(3) of the Companies Act, 2013 shall not apply.

Considering the increasing business operations and future growth plans of the Company which would require making investments in the securities of other bodies corporate including subsidiaries, joint ventures, associates, over a period of time exceeding the higher of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, it is necessary to empower the Board (including the Committees thereof) to acquire by way of subscription, purchase or otherwise the securities of body corporate(s) in India or abroad, for an amount up to of ₹ 16,000/- Crore (Rupees Sixteen Thousand Crore only) along with the investments already made in the securities of any other body corporate(s).

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. 12 as a Special Resolution.

Item No. 13

The SEBI LODR which was effective from December 01, 2015, at Regulation 23 deals with Related Party Transactions. The Regulation defines the term Material Related Party Transaction as a transaction with a related party, to be entered individually or taken together with previous transactions during a financial year, exceeds 10% of the Annual Consolidated Turnover of the Company (listed entity) as per the Last Audited Financial Statement of the Company. Such Material Related Party Transactions requires approval of the Shareholders by passing a Resolution.

The Regulation 23 of SEBI LODR further provides that all existing material related party contracts or arrangements entered into prior to the notification of the SEBI LODR and which are likely to continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to the notification date.

During the Financial Year 2015-16, your Company has advanced certain loans to GMR Energy Limited (GEL), a subsidiary of the Company, which is a "Related Party" as defined under Section 2(76) of the Companies Act, 2013. The Loans aggregating in all to ₹ 1,288.26 Crore were advanced during the year with due approval of the Audit Committee and the Management Committee of Board of Directors of the Company. However, as the said loans of ₹ 1,288.26 Crore were in excess of the 10% of the consolidated revenue of the Company as on March 31, 2015 (₹ 1141.5 Crore), the same is being placed before the shareholders of the company for ratification in terms of Regulation 23(8) of the SEBI LODR.

None of the Directors, Key Managerial Personnel of the Company and or their relatives are, in any way, concerned or interested in the resolution as set out at No. 13 of the Notice, except the following directors/KMP due to Common directorship:-

- i) Mr. S. Rajagopal
- ii) Mr. B. V. N. Rao
- iii) Mr. G. B. S. Raju
- iv) Mr. V Santhanaraman
- v) Mr. Madhva Bhimacharya Terdal

The Board recommends the passing of the Resolution as set out at item No. 13 as an Ordinary Resolution.

Item No. 14

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 a discount or 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 Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate.

The Special Resolution also seeks to empower the Board of Directors to undertake a Qualified Institutional Placement 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 Qualified Institutional Buyers 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 Qualified Institutions Placement 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 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 .

Section 62(1) (c) of the Companies Act, 2013 and the relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 up to ₹ 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. 14 as a Special Resolution.

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

**Place : New Delhi
Date : August 06, 2016**

Sd/-
**Adi Seshavataram Cherukupalli
Company Secretary & Compliance Officer**

ANNEXURE
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 14, 2016, PURSUANT TO SEBI LODR, AS ON MARCH 31, 2016:

Mr. G. B. S. Raju, Group Director, is the elder son of Mr. G. M. Rao and has been on the Company's Board since 1999. He completed his Bachelor's degree in commerce from Vivekananda College, University of Madras, Chennai, in 1995. He began his career as the Managing Director of GMR Energy Limited and was responsible for setting up the 220 MW barge-mounted power plant. He steered the Company's involvement in the roads sector, led Corporate Services including fund raising initiatives and spearheaded Company's foray into international business. He currently heads energy, resources and other allied businesses of the group.

He is elder son of Mr. G. M. Rao and brother to Mr. Grandhi Kiran Kumar. However, there is no inter-se relationship between him and other directors of the Company.

He holds 5,44,160 (including holding as Karta of his HUF) shares of ₹ 1 each equity shares of the Company.

Names of listed entities in which Mr. G. B. S. Raju holds directorship and membership of Committees of the board:

S. No.	Name of Listed Companies (Directorship)	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Stakeholders' Relationship Committee Debenture Allotment Committee Management Committee Corporate Social Responsibility Committee
2.	GMR Energy Limited	Audit Committee Shareholders Transfer & Grievance Committee Securities Allotment Committee Executive Committee
3.	GMR Holdings Private Limited	Audit Committee

Mr. Jayesh Desai is a Chartered Accountant with professional experience of more than 25 years in the field of corporate finance, financial services and infrastructure industry. He is the Managing Partner of Structured Investments Group at Piramal Enterprises Limited (Piramal), Mumbai, India. Mr. Desai joined Piramal in April 2012 heading the Structured Investments Group which provides structured mezzanine funding to corporates in various sectors including infrastructure. His longest stint was with Ernst & Young as Director for Infrastructure and National Director for Transaction Advisory Services at different points of time. He previously had a 6-year stint with Coca Cola India. His last assignment was as CEO of Unitech Infrastructure.

Mr. Desai has been instrumental in concluding Piramal investments in Green Infra Limited, Navayuga Road Projects Private Limited and Regen Infrastructure and Services Private Limited as also in exiting Piramal's investment in Green Infra. Mr. Desai was also active in formalizing Piramal Enterprises' JV with leading Dutch Pension Fund Asset Manager APG Asset Management NV Hong Kong in July 2014 with a commitment of USD 1 Bn investments in the Indian Infrastructure Space.

There is no inter se relationship between Mr. Jayesh Desai and other directors of the Company.

He does not hold any shares of the Company.

Names of listed entities in which Mr. Jayesh Desai holds directorship and membership of Committees of the board:

S. No.	Name of Listed Companies (Directorship)	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Nil

Mrs. Vissa Siva Kameswari is a Chartered Accountant having more than 25 years of experience comprising of management consultancy and industry experience. Her sector experience includes automotive, light & heavy engineering, process industries such as chemicals, petrochemicals, life sciences, FMCG, financial services, infrastructure, IT/ ITES and retail. She has significant experience in the areas of Business Strategy, Corporate Planning, Performance Improvement, Activity Based Costing, Supply Chain, Strategic Cost reduction, IT strategy and Implementation. At present, she is an independent management consultant and also offers financial advisory services as part of her portfolio.

There is no inter-se relationship between Mrs. Vissa Siva Kameswari and other directors of the Company.

She does not hold any equity shares of the Company.

Names of listed entities in which Mrs. Vissa Siva Kameswari holds directorship and membership of Committees of the board:

S. No.	Name of Listed Companies (Directorship)	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Audit Committee

Mr. R.S.S.L.N. Bhaskarudu has been on the Company's Board since September, 2005. He is a graduate in electrical engineering from College of Engineering, Andhra University. He has over 48 years of work experience in management and leadership positions. He has served for more than two decades at Bharat Heavy Electricals Limited (BHEL). During his tenure in BHEL, he was involved in the development and production of turbine generator sets including auxiliaries all over the country. He has also worked for over 16 years with Maruti Udyog Limited (MUL) since its inception and has served as its Managing Director. He has also served as a member / Chairman of the Public Enterprises Selection Board of the Government of India.

There is no inter-se relationship between Mr. R.S.S.L.N. Bhaskarudu and other directors of the Company.

He does not hold any shares of the Company.

Names of listed entities in which Mr. R.S.S.L.N. Bhaskarudu holds directorship and membership of Committees of the board:

S. No.	Name of Listed Companies (Directorship)	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Audit Committee Stakeholders' Relationship Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee

Mr. N. C. Sarabeswaran is a Chartered Accountant and the Founding partner of Jagannathan & Sarabeswaran, Chartered Accountants, an Audit Firm with 40 years standing. He renders advisory services to various corporate clients. He was a Nominee Director of Reserve Bank of India and later professional and Independent Director on the Board of Vysya Bank Limited, the predecessor of ING Vysya Bank Limited for 13 years. He was Chairman of the Audit Committee and a member of Management and Joint Venture Committees. He was the past President of Indo-Australian Chamber of Commerce. He is an Advisory Board member of a US and Australian Private Equity Fund. He is an Independent Director and Chairman of the Audit committee of the largest Micro Finance Company in Tamil Nadu.

There is no inter se relationship between Mr. N.C. Sarabeswaran and other directors of the Company.

He holds 24,285 equity shares of ₹ 1 each of the Company.

Names of listed entities in which Mr. N. C. Sarabeswaran holds directorship and membership of Committees of the board:

S. No.	Name of Listed Companies (Directorship)	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Audit Committee Nomination and Remuneration Committee
2.	GMR Energy Limited	Audit Committee Shareholders Transfer & Grievance Committee Remuneration Committee

Mr. S. Sandilya is a Commerce Graduate from Chennai University and an MBA from the Indian Institute of Management, Ahmedabad. He is the current President of Society of Indian Automobile Manufacturers (SIAM) and a National Council member of the Confederation of Indian Industry (CII). He is also the current President of the International Motorcycle Manufacturers Association, Geneva. He is the Chairman of Lean Management Institute of India and a member of the Board of Lean Global Network, USA. At present, he is also the President of SOS Children's Villages of India, a Not-for-Profit Organization taking care of children in need.

There is no inter se relationship between Mr. S. Sandilya and other directors of the Company.

He holds 7,000 equity shares of ₹ 1 each of the Company.

Names of listed entities in which Mr. S. Sandilya holds directorship and membership of Committees of the board:

S. No.	Name of Listed Companies (Directorship)	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Nil
2.	Eicher Motors Limited	Audit Committee Shareholder Grievance Committee Nomination and Remuneration Committee Risk Management Committee Corporate Social Responsibility Committee
3.	Tube Investments of India Limited	Audit Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee
4.	Rane Brake Lining Limited	Audit Committee Nomination and Remuneration Committee
5.	Mastek Limited	Audit Committee Nomination and Remuneration Committee Investor Grievances and Stakeholders' Relationship Committee

Mr. S. Rajagopal holds Masters' Degree in Economics, Degrees in Commerce and Law from Gujarat University, besides Professional Qualification from Indian Institute of Banking and Finance. Having been on Boards of various Corporates and Development funds in India and abroad, Mr. S. Rajagopal has in-depth knowledge of Commerce, Industry, Finance and Insurance. He has 36 years of experience in the field of Banking Industry. He was earlier Chairman and Managing Director of Bank of India, Chairman and Managing Director of Indian Bank and Chairman of Banking Services Recruitment Board. He is also an Advocate with specialization in company matters. He is closely associated with Academics. As the Chairman of Indian Banks' Association, he has conducted Studies on Tyre, Sugar, Granite, Electronics and Film Industry among others. He was a Member of Governing Body of Madras School of Economics and Court of Banaras Hindu University.

There is no inter se relationship between Mr. S. Rajagopal and other directors of the Company.

He does not hold any shares in the Company.

Names of listed entities in which Mr. S. Rajagopal holds directorship and membership of Committees of the board:

S. No.	Name of Listed Companies (Directorship)	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Audit Committee
2.	SREI Infrastructure Finance Limited	Audit committee
3	GMR Energy Limited	Audit Committee Remuneration Committee

Mr. C. R. Muralidharan has an impressive career spanning nearly four decades in supervision and regulation of the Banking and Insurance sectors - two significant segments of the Indian financial sector. A unique blend of experience, in both operational and executive capacities, in both sectors involving their opening to greater competition, aligning their regulatory and supervisory frameworks to international standards, and consolidation, requiring careful sequencing and coordinating with the overall financial sector and economic reform process. He has served as an Executive at senior levels in the Reserve Bank of India (RBI) with Central banking and Bank supervisory responsibilities and later at the Board level in the Insurance Regulatory and Development Authority (IRDA) for close to four decades. He has significant professional expertise on bank regulation and supervision and headed the Bank regulation Division in RBI before moving to Insurance Regulation for adding insights on another arm of Financial Sector. He also served as a Whole time Member, a Board level position, in IRDA, Hyderabad for about 5 years between 2005-2009. The major responsibilities included oversight of regulatory initiatives to align with international standards, involving significant liaison with the Government, other domestic financial regulators (RBI and SEBI) and the International Association of Insurance Supervisors (IAIS). He actively participated and contributed to the work of the IAIS and represented India on its various Sub Committees on Accounting, Insurance Laws, Systems and Practices, Corporate Governance, Insurance Core Principles and Conglomerate Supervision. He was member of Joint Forum Committee on Principles of Conglomerate Supervision.

There is no inter se relationship between Mr. C. R. Muralidharan and other directors of the Company.

He does not hold any shares in the Company.

Names of listed entities in which Mr. C. R. Muralidharan holds directorship and membership of Committees of the board:

S. No.	Name of Listed Companies (Directorship)	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Nil
2.	PTC India Financial Services Limited	Audit Committee Asset Liability Committee Risk Management Committee
3.	City Union Bank Limited	Audit Committee Risk Management Committee IT Strategy Committee

