



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
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NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of GMR Infrastructure Limited will be held on Friday, September 21, 2018 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 business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements (including consolidated financial statement) of the Company for the Financial Year ended March 31, 2018, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Srinivas Bommidala (DIN: 00061464), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. 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, 2019, being ₹ 125,000/- (Rupees One Lac Twenty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses that may be incurred by them in connection with the aforesaid audit, be and is hereby ratified.”
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Vikas Deep Gupta (DIN: 01763472), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 14, 2017, 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, the consent of the members of the Company be and is hereby accorded for continuance of Mr. R.S.S.L.N. Bhaskarudu (DIN:00058527), aged 78 years, as a Non- Executive Independent Director of the Company, whose present term of office as per the Companies Act, 2013 is valid upto September 13, 2021 or upto conclusion of 25th AGM of the Company 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, the consent of the members of the Company be and is hereby accorded for continuance of Mr. N.C. Sarabeswaran (DIN: 00167868), aged 74 years, as a Non- Executive Independent Director of the Company, whose present term of office as per the Companies Act, 2013 is valid upto September 13, 2021 or upto conclusion of 25th AGM of the Company 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made thereunder, including any statutory modification(s)

or re-enactment thereof, for the time being in force, the consent of the members of the Company be and is hereby accorded for continuance of Mr. S. Rajagopal (DIN: 00022609), aged 78 years, as a Non- Executive Independent Director of the Company, whose present term of office as per the Companies Act, 2013 is valid upto September 13, 2021 or upto conclusion of 25th AGM of the Company 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 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 as amended (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, and other applicable rules notified by the Central Government under the Act, the provisions of the Foreign Exchange Management Act, 1999, as amended (the “FEMA”), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended (the “FEMA Regulations”), the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipt Scheme, 2014, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, (“the SEBI ICDR Regulations”), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Rules, Regulations, Guidelines and Circulars, as amended from time to time and in accordance with the uniform listing agreements entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 1 each of the Company (the Equity Shares) and non-convertible debentures are listed, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the Rules, Regulations, Guidelines, Notifications, Circulars, and Clarifications issued thereon from time to time by the Government of India (“GoI”), the Reserve Bank of India (“RBI”), and the Securities Exchange Board of India (“SEBI”) and/or any other competent authorities including the Ministry of Finance (Foreign Investment Promotion Board, Department of Economic Affairs), the Ministry of Commerce & Industry (Department of Industrial Policy & Promotion/ Secretariat for Industrial Assistance), whether in India or abroad, and subject to necessary approvals, consents, permissions and / or sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents, authority and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof), the consent, authority and approval of the Company be and is hereby granted to the Board to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”) (whether listed or otherwise), fully convertible debentures/partly convertible debentures, non-convertible debentures (“the NCD”) with or without warrants, with a right exercisable by the warrant holder to exchange the said warrant with equity shares and/or any other financial instruments convertible into Equity Shares (including warrants or otherwise) and/or any security convertible into equity shares and/or securities linked to equity shares and/or securities with or without detachable warrant with right exercisable by the warrant holder to convert or subscribe to equity shares (all of which are hereinafter collectively referred to as “Securities”) or any combination of securities, at a later date, in one or more tranches, whether Indian rupee denominated or denominated in one or more foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, of public and/private offering and/or Qualified Institutions Placement (“QIP”) or any combination thereof, through issue of prospectus and/or private placement(s) document or other permissible/requisite offer document, at such time or times, to any eligible person, as permitted under applicable law including qualified institutional buyers, foreign / Indian resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and / or multilateral financial institutions, foreign portfolio investors, mutual funds, non-resident Indians, stabilizing agents and / or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the “Investors”) whether or not such Investors are members of the Company as may be decided by the Board at its discretion and permitted under applicable laws and regulations, of an aggregate amount up to ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) or equivalent thereof in one or more foreign currency and / or Indian Rupee, inclusive of such premium as may be fixed on such Securities by offering the Securities, in one or more countries, at such time or times, at such price or prices or premium to market price or prices permitted under the applicable laws in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency(ies) or equivalent Indian rupees inclusive of such premium, as may be determined by the Board, in any convertible foreign currency, as the Board may at its absolute discretion deem fit and appropriate.

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

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

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a. the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b. the relevant date for the determination of applicable price for the issue of Securities shall be as per the regulations prescribed by SEBI, RBI, 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, be subject to the following terms and conditions:

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

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

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

RESOLVED FURTHER THAT the Board or Management Committee or any other Committee thereof be and is hereby authorized to engage / appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Escrow Agents,

Paying and Conversion Agents and any other Advisor and all such agencies as may be involved or concerned depending on the nature of the offering of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari-passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.

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

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

- a. Approving the offer document and filing the same with any other authority or persons as may be required;
 - b. Approving the specific nature and size of Security (in Indian Rupee or such other foreign currency) to be offered, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
 - c. To affix the Common Seal of the Company on any agreement(s) / document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company or any one of the above Authorized Persons, who shall sign the same in token thereof;
 - d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;
 - e. Opening such bank accounts and demat accounts as may be required for the transaction;
 - f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
 - g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
 - h. Making applications for listing of the Securities on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and
 - i. To authorize or delegate all or any of the powers hereinabove conferred to any one or more persons, if need be.”
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 62(3), 71 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), read with the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other Rules/ Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), and the

Reserve Bank of India, etc., and such approvals, permissions, sanctions and consents as may be necessary from the regulatory and other appropriate authorities (including but not limited to the SEBI, Reserve Bank of India, the Government of India, etc.), which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee of Directors), the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot unsecured, unrated, unlisted Optionally Convertible Debentures (“OCDs”) for an amount aggregating up to ₹ 402,00,00,000/- (Rupees Four Hundred and Two Crore Only), in one or more tranche(s) to Doosan India Private Limited (formerly known as Doosan Projects India Private Limited)(“Allottee”) on private placement basis on the following terms and conditions:

Type of Debenture	Optionally Convertible Debenture (“OCD”)
Issuer	GMR Infrastructure Limited (“GIL” or “Company”)
Allottee	Doosan India Private Limited (formerly known as Doosan Projects India Private Limited)
Face Value	4 OCDs of face value of ₹ 43,08,02,315/- each 4 OCDs of face value of ₹ 57,41,97,685/- each
Rating & Listing	Unrated and Unlisted
Coupon rate	0%
Facility Amount	₹ 402,00,00,000/- (Rupees Four Hundred and Two Crore Only)
Yield	Zero
Redemption/ repayment	OCDs of face value of ₹ 43,08,02,315/- each shall be redeemable in four equal quarterly instalments commencing from March 31, 2019. Further, OCDs of face value of ₹ 57,41,97,685/- each shall be redeemable in four equal quarterly instalments commencing from March 31, 2020 and ending on December 31, 2020 or such shorter time as may be required under the applicable laws.
Call/ Put option	The Company shall have the right to call for the redemption of OCDs not earlier than 45 days and not later than 30 days from the respective quarterly Redemption Date (being the end date of each quarterly instalment). However, if the Company does not exercise the Call option, the Allottee may exercise the put option not earlier than 30 days and not later than 10 days from the respective quarterly Redemption Date. Further, if neither the Company nor the Allottee exercise the Call / Put Option, as the case may be, then the respective OCDs shall be converted into equity shares of the Company within 15 days of end of the respective quarterly Redemption Date. Further, if the Allottee exercises the Put option and the Company is unable to redeem, then all the outstanding OCDs shall be mandatorily redeemed within 10 days from the end of the quarter in which the Allottee has exercised the Put option.

RESOLVED FURTHER THAT-

- a) The said OCDs shall be convertible into Equity Share of face value of ₹ 1/- (Rupee One Only) each of the Company.
- b) The Equity Shares shall be allotted at a price which would be the higher of the following (“Conversion formula”):
 - i). The average of the weekly high and low of the volume weighted average price of equity shares of the Company quoted on the recognized stock exchange during the 26 weeks preceding the relevant date; and
 - ii). The average of the weekly high and low of the volume weighted average prices of equity shares of the Company quoted on a recognized stock exchange during the 2 weeks preceding the relevant date.
- c) The Relevant Date would be 30 days prior to the date on which the Allottee is entitled to apply for conversion of OCDs (“Relevant Date”).
- d) The Equity Shares to be issued and allotted as a result of conversion of OCDs shall be subject to the provisions of the Memorandum of Association

and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company in all respects including that of payment of dividend, if any.

- e) The issue of the Equity Shares shall only be made in dematerialized form and shall, subject to receipt of necessary approvals, be listed and traded on the National Stock Exchange of India Limited and the BSE Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required and to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to issue and allot OCDs and equity shares after conversion, as the case may be, in one or more tranches to the Allottee without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or any other Officer(s) of the Company to give effect to the aforesaid resolution and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including but not limited to making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and/or regulatory authorities to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, and pursuant to any change of law, approval/ sanction of Statutory Authorities, the Board be and is hereby authorized to withdraw / cancel the OCDs at any point of time, subject to lock-in period of 18 months from the date of initial allotment.”

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

**T. Venkat Ramana
Company Secretary & Compliance Officer**

Place: New Delhi

Date: August 14, 2018

NOTES:

- 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.

- The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to item nos. 3 to 9 and the additional information required to be provided pursuant to Regulation 36 read with Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI LODR”) and Secretarial Standard on General Meeting (SS-2) prescribed by Institute of Company Secretaries of India (ICSI), relating to item Nos. 2 and 4 are annexed hereto.
- Copies of all documents referred to in the notice and explanatory statement annexed thereto are available for inspection at the registered office of the Company between 10.00 a.m. IST to 1.00 p.m. IST on all working days till the date of the AGM.
- The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 14, 2018 to Friday, September 21, 2018 (both days inclusive).

5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Karvy Computershare Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company to perform the share related work for shares held in physical and electronic form. Members holding shares in physical form are requested to dematerialize 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. At the 21st Annual General Meeting of the Company held on September 29, 2017, the members approved appointment of S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W) as Statutory Auditors of the Company to hold office for a period from the conclusion of the 21st Annual General Meeting of the Company till the conclusion of 23rd Annual General Meeting, subject to ratification of their appointment by members at the 22nd Annual General Meeting. The Ministry of Corporate Affairs, vide its notification dated May 7, 2018, has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 22nd Annual General Meeting.
8. Pursuant to amendment of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of securities held in physical form shall not be processed and any transfer of securities will be possible only in demat mode on or after December 5, 2018 or such other time as may be prescribed by SEBI in this regard. Hence investors are encouraged to demat their physical holding for any further transfer.

Further with reference to the Securities and Exchange Board of India circular (Ref. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated April 20, 2018) about their direction in updating the details of PAN and bank account of security holders holding securities in physical form, wish to inform that the security holders whose folio(s) have not been updated with PAN and Bank Account details, or where there is any change in the bank account details provided earlier, are required to furnish the details to RTA/ Company for registration /update.
9. 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.
10. 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.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Karvy Computershare Private Limited (RTA) / Depositories.
12. In terms of Section 125 of the Companies Act, 2013, the Company has transferred the share application money received by the Company for allotment of shares and due for refund remaining unpaid or unclaimed for a period of seven years from the date they became due for payment to the Investor Education and Protection Fund, established by the Central Government.
13. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary, at the Company's Registered Office. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
14. 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.
15. Members or Proxies should bring the attendance slip duly filled in for attending the Meeting.
16. 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.
17. No compliment or gift of any nature will be distributed at the Meeting.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard-2 on General Meetings and

Regulation 44 of SEBI LODR, the Company is pleased to provide members with facility to exercise their votes by electronic means through remote e-voting services provided by Karvy Computer share Private Limited (Service Provider) on all resolutions set forth in this Notice. The facility for voting will also be made available at the meeting, to the Members attending the AGM and who have not already cast their votes by remote e-voting. Such Members shall be able to exercise their right at the AGM through e -voting. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM, but shall not be entitled to cast their votes again.

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

The procedure for remote e-voting is as below:

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

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

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

- c) After entering the details appropriately, Click on “LOGIN”.
- d) You will now reach Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the “EVENT” i.e., GMR Infrastructure Limited.
- g) On the voting page, the number of shares as held by the members as on the Cut-off date will appear. If you desire to cast all the vote 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 Scrutinize through e-mail ID: sree@sreedharancs.com with a copy marked to evoting@karvy.com.
- k) Once you have cast your vote on resolution, you will not be allowed to modify it subsequently.

- l) The facility for e-voting, other than remote e-voting, shall also be made available at the venue of AGM. Members attending the AGM and who have already not cast their vote by remote e-voting will only be able to exercise their right to vote at the AGM through e voting. However, this facility shall be operational till all the resolutions are considered and voted upon in the meeting.
- m) The remote e-voting period commences on September 18, 2018 at 9.00 a.m. IST and ends on September 20, 2018 at 5.00 p.m. IST (both days inclusive). During this period, the Members of the Company holding shares in physical form or in dematerialized form, may cast their votes by remote e-voting in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, being Friday, September 14, 2018 will be entitled to cast their votes by remote e-voting.
- n) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting i.e., Friday, September 14, 2018 he/she may write to Karvy on the e-mail id evoting@karvy.com requesting for the User ID and Password. However, Karvy shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.

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

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

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

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

Other Instructions

1. Mr. V. Sreedharan, (Membership No. FCS 2347) Practicing Company Secretary has been appointed as the Scrutinizer for conducting the remote e-voting, and e-voting process (in a fair and transparent manner).
2. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, there after unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company. Further, the Scrutinizer shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same in compliance of Rule 20 of Companies (Management and Administration) Rules, 2014 (including amendments made thereto) read with Regulation 44 of SEBI LODR.
3. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
4. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at www.gmrgroup.in and on Service Provider's website at <https://evoting.karvy.com> immediately after the result is declared by the Chairman or by person authorized by him and communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 3**

The Board of Directors of the Company at its meeting held on August 14, 2018, 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, 2019.

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, 2019 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. 3.

The Board recommends passing of the resolution set out in Item No. 3 as an Ordinary Resolution.

Item No. 4

Mr. Vikas Deep Gupta was appointed as an Additional Director with effect from November 14, 2017, 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 proposing the candidature of Mr. Vikas Deep Gupta for appointment as Director of the Company liable to retire by rotation.

The brief resume and other details of Mr. Vikas Deep Gupta, pursuant to SEBI LODR and SS-2 are furnished in annexure to the notice.

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

Except Mr. Vikas Deep Gupta, 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 to 7

Pursuant to the Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall continue the directorship of any person as a non-executive director who has attained the age of seventy five years with the approval of shareholders by way of special resolution.

The Members of the Company had approved the re-appointment of Mr. R.S.S.L.N. Bhaskarudu, Mr. N.C. Sarabeswaran and Mr. S. Rajagopal (hereinafter referred to as the "said directors") as Independent Director(s) at the 20th Annual General Meeting of the Company to hold office for a term of 5 years or upto the conclusion of the 25th Annual General Meeting of the Company whichever is earlier.

The said directors have attained / are attaining the age of 75 years during their current term of appointment. The Board of Directors is of the opinion that Mr. R.S.S.L.N. Bhaskarudu, Mr. N.C. Sarabeswaran and Mr. S. Rajagopal are persons of integrity, possess relevant expertise and vast experience and their association as Non-Executive Independent Directors will be beneficial and in the best interest of the Company. Their presence on the Board of the Company adds value to the Board. Further, their association supports a good balance in the composition of the Board.

The Nomination and Remuneration Committee at its meeting held on August 14, 2018 has recommended the continuation of the said Directors, as Independent Directors during the current unexpired term of appointment.

The Board of Directors of the Company at its meeting held on August 14, 2018 accorded its consent to the continuation of the said Directors and recommends to the Members for their approval at the ensuing Annual General Meeting.

In Compliance with the provisions of Section 17(1A) of SEBI LODR, the resolutions for the approval for continuation of said directors beyond the age of 75 years upto the unexpired tenure of their current term of appointment are being placed before the members for their approval.

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. 5 to 7.

The Board recommends passing of the resolutions set out in Item Nos. 5 to 7 as Special Resolution.

Item No. 8

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

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

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

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

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

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

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

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

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

The Board recommends passing of the resolution set out in Item No. 8 as a Special Resolution.

Item No. 9

The Special Resolution is proposed to restructure a liability of the Company. An existing potential liability of the Company (being a liability of one of the subsidiary of the Company, assumed by the Company), to a tune of ₹ 402,00,00,000/- (Rupees Four Hundred and Two Crore Only) towards Doosan India Private Limited (formerly known as Doosan Projects India Private Limited) is proposed to be converted into Unsecured, Unlisted, Unrated Optionally Convertible Debentures (hereinafter referred to as "OCDs"). Therefore, the Company proposes to create, offer and allot OCDs Doosan India Private Limited for an amount aggregating to ₹ 402,00,00,000/- (Rupees Four Hundred and Two Crore Only) in one or more tranche(s).

The proposed OCDs is beneficial and in the interests of the Company as it allows an additional period of over 2 years without any additional interest cost to settle the aforesaid liability.

In terms of Section 62(3) read with Section 71 Companies Act, 2013 and other applicable provisions consent of the shareholders is being sought to create, allot and issue OCDs by way of Special Resolution.

The Special Resolution seeks to empower the Board to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required and to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions at its absolute discretion that may be deemed fit and appropriate for the resolution.

The Special Resolution also seeks the approval of the shareholders for the issue of equity shares in the event the Call / Put option not being exercised either by Company or Doosan India Private Limited, as the case may be and for the conversion formula in the event of conversion of OCDs into equity shares of the Company.

The OCDs so allotted shall be unlisted, however, the equity shares arising out of conversion of any such OCDs shall be listed subject to requisite approvals from the SEBI, Stock exchanges and other appropriate authorities.

The Board of Directors of the Company, at its meeting held on August 14, 2018, has approved issuance of OCDs for an amount aggregating to ₹ 402,00,00,000/- (Rupees Four Hundred and Two Crore Only) in one or more tranche(s) in accordance with the applicable provisions of the Act and other applicable laws and subject to approval of the Members, on the terms and conditions as per the resolution.

The Board recommends the resolution with respect to the issuance of OCDs for an amount aggregating upto ₹ 402,00,00,000/- (Rupees Four Hundred and Two Crore Only) on private placement basis for approval of the Members.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends passing of the resolution set out in Item No. 9 as a Special Resolution.

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

Sd/-

**T. Venkat Ramana
Company Secretary & Compliance Officer**

Place: New Delhi

Date: August 14, 2018

Annexure

Details of director seeking appointment / reappointment at the 22nd Annual General Meeting to be held on September 21, 2018, pursuant to SEBI (LODR) Regulations and SS-2, as on March 31, 2018:

Name of the Director	Mr. Srinivas Bommidala	Mr. Vikas Deep Gupta
Director Identification Number (DIN)	00061464	01763472
Age	55 years	41 Years
Qualification	B.Com	B.Tech. from Punjab Technical University and MBA from IIM, Kolkata
Brief resume of the Director and other details viz. experience/ expertise	<p>Mr. Srinivas Bommidala, a Group Director, is one of the first directors of the Company. He has been a member of the Board since 1996. He entered his family tobacco export business in 1982 and subsequently led the diversification into new businesses such as aerated water bottling plants, etc., and was also in charge of international marketing and management of the organisation. Subsequently, he led the team as the Managing Director of GMR Power Corporation Limited for setting up the first independent power project. This project with slow speed diesel technology is the world's largest diesel engine power plant under one roof situated at Chennai in the southern part of India. He was also instrumental in implementing the combined cycle gas turbine power project in Andhra Pradesh. When the Government decided to modernise and restructure Delhi Airport under a public private partnership scheme in 2006, he became the first Managing Director of this venture and successfully handled the transition process from a public owned entity to a public private partnership enterprise. He is currently the Chairman of the energy business.</p>	<p>Mr. Vikas Deep Gupta is Partner, Corporate Finance Group of Piramal Finance Limited. He has over 14 years of experience in the field of Structured Credit and Investment Banking having worked with some of the leading financial services firms like IDFC Capital, MAPE Advisory Group, ICICI Securities.</p> <p>Mr. Gupta joined the Piramal Group in 2013 and presently heads in Piramal Finance Limited, the 'Corporate Finance Group' which is a sector agnostic fund which offers capital across the risk curve including senior debt, acquisition finance, promoter finance, private equity exits and mezzanine funding.</p>
Date of first appointment on the Board	Appointed as one of the first directors since incorporation i.e., May 10, 1996.	November 14, 2017 as an Additional Director.
Shareholding in the Company	4,51,660 equity shares (including shares held as Karta of HUF)	Nil
Directorships and Committee memberships held in other companies	Given hereunder as (a)	Given hereunder as (b)
Inter-se relationships between - Directors - Key Managerial Personnel (KMP)	<p>Mr. Srinivas Bommidala is the son-in-law of Mr. G. M. Rao, brother-in-law of Mr. G. B. S. Raju and Mr. Grandhi Kiran Kumar.</p> <p>There is no other inter-se relationship with other directors and KMP of the Company.</p>	There is no inter-se relationship with other directors and KMP of the Company.
Number of Board Meetings attended during the year 2017-18	Four (4)	Two (2)
Details of remuneration last drawn (₹)	Nil	Nil
Terms and conditions of appointment along with remuneration sought to be paid	Director (non-executive) liable to retire by rotation and governed by the Code of Conduct for the Directors.	Director (non-executive) liable to retire by rotation and governed by the Code of Conduct for the Directors.

(a) Names of entities in which Mr. Srinivas Bommidala holds directorship and the membership of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership of Committees of the Board
1.	Bommidala Exports Private Limited	Nil
2.	Bommidala Tobacco Exporters Private Limited	Nil
3.	GMR Infrastructure Limited	Management Committee Debenture Allotment Committee
4.	GMR Varalakshmi Foundation	Nil
5.	Delhi International Airport Limited	Nil
6.	GMR Hyderabad International Airport Limited	Nil
7.	GMR Sports Private Limited	Nil
8.	BSR Holdings Private Limited	Nil
9.	GMR Airports Limited	Corporate Social Responsibility Committee
10.	AMG Healthcare Destination Private Limited	Audit Committee
11.	Delhi Duty Free Services Private Limited	Nil
12.	GMR Goa International Airport Limited	Nomination and Remuneration Committee
13.	GMR Enterprises Private Limited	Nomination and Remuneration Committee
14.	Bommidala Tobacco Threshers Private Limited (under the process of Striking off)	Nil
15.	GMR Energy Limited	Nil
16.	GMR Kamalanga Energy Limited	Management Committee
17.	GMR Warora Energy Limited	Nil

*Foreign entities not considered.

(b) Names of entities in which Mr. Vikas Deep Gupta holds directorship and the membership of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Nil
2.	Essel Green Energy Private Limited	Nil
3.	Atria Brindavan Power Private Limited	Nil
4.	Apollo Logisolutions Limited	Nil
5.	Acme Cleantech Solutions Private Limited	Nil
6.	Mytrah Energy (India) Private Limited	Nil
7.	International Cargo Terminals and Infrastructure Private Limited	Nil

*Foreign entities not considered.



GMR INFRASTRUCTURE LIMITED
(CIN: L45203MH1996PLC281138)

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

Form MGT-11
PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

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

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

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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22nd Annual General Meeting of the Company to be held on Friday, September 21, 2018 at 3.00 p.m. at Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra West, Mumbai - 400050, Maharashtra, India and / or at any adjournment thereof.

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

Sl. No.	Resolutions	For	Against
1.	Adoption of Audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2018, and the Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. Srinivas Bommidala as Director who retires by rotation.		
3.	Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2019.		
4.	Appointment of Mr. Vikas Deep Gupta as a Director of the Company.		
5.	Approval for continuation of Mr. R.S.S.L.N. Bhaskarudu as a Non- Executive Independent Director of the Company beyond the age of 75 years.		
6.	Approval for continuation of Mr. N.C. Sarabeswaran as a Non- Executive Independent Director of the Company beyond the age of 75 years.		
7.	Approval for continuation of Mr. S. Rajagopal as a Non- Executive Independent Director of the Company beyond the age of 75 years.		
8.	Approval for issue and allotment of securities, for an amount upto ₹ 2,500 Crore in one or more tranches.		
9.	Approval for issue and allotment of Optionally Convertible Debentures.		

Signed this day of 2018

.....
Signature of Shareholder

Affix
Revenue
Stamp

.....
Signature of first Proxy holder

.....
Signature of second Proxy holder

.....
Signature of third Proxy holder

NOTES:

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



GMR INFRASTRUCTURE LIMITED
(CIN: L45203MH1996PLC281138)

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

ATTENDANCE SLIP

(22nd Annual General Meeting to be held on Friday, September 21, 2018)

Name of the Member: *DP ID :

Regd. Folio No.: *Client ID :

No. of shares held:

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

*Applicable for the members holding shares in electronic form.

.....
Signature of the Member / Proxy

Venue Map

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

