

August 14, 2024

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400001.

**Equity Scrip: 532754**

**Debt Scrip: 975210, 975256,  
975366**

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

**Symbol: GMRINFRA**

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Pursuant to Regulation 30 read with Schedule III and any other applicable regulations of SEBI Listing Regulations we wish to inform that the Board of Directors of the Company at its meeting held on August 13, 2024 has inter-alia approved the followings items:

- i. Alteration in the Objects Clause of the Memorandum of Association (MOA)

Post the effectiveness of the Merger of GMR Airports Limited ("GAL") and GMR Infra Developers Limited ("GIDL") with the Company, effective from July 25, 2024, the business of GAL and GIDL has shifted to the Company and is being continued by the Company.

To ensure that the Objects enumerated in the Objects clause of MOA of GAL and/or GIDL, are duly incorporated into the Objects clause of the MOA of the Company, it is proposed to suitably alter the Objects clause of the Company.

Further, to re-align the MOA of the Company pursuant to the Table A of Schedule I of the Companies Act, 2013, it is proposed to adopt the new format of the MOA.

The above alterations are subject to the approval of the shareholders of the Company in the ensuing general meeting.

- ii. Appointment of Mr. Anil Chaudhry as an Additional Director (DIN: 03213517) in the category of Independent Director
- iii. Appointment of Mr. Augustin de Romanet de Beaune as an Additional Director (DIN:08883005) in the category of Non-Executive Director
- iv. Appointment of Mr. Indana Prabhakara Rao, as an Additional Director (DIN: 03482239) in the category of Whole Time Director and





designated as Deputy Managing Director.

- v. Appointment of Mr. Alexis Riols, as an Additional Director (DIN: 10497928) in the category of Executive Director.
- vi. Appointment of Dr. Emandi Sankara Rao (DIN: 05184747) as an Additional Director in the category of Independent Director for the Second term of 5 years.
- vii. Appointment of Dr. Mundayat Ramachandran (DIN: 01573258) as an Additional Director in the category of Independent Director for the Second term of 5 years and continuation of his Directorship, post attaining the age of 75 years.
- viii. Appointment of Mr. Sadhu Ram Bansal (DIN: 06471984) as an Additional Director in the category of Independent Director for the Second term of 5 years
- ix. Appointment of Mr. Amarthaluru Subba Rao (DIN: 00082313) as an Additional Director in the category of Independent Director for the Second term of 5 years
- x. Appointment of Ms. Bijal Tushar Ajinkya (DIN: 01976832) as an Additional Director in the category of Independent Director for the Second term of 5 years
- xi. Appointment of Mr. Suresh Lilaram Narang (DIN: 08734030) as an Independent Director for the Second term of 5 years

*None of the aforesaid Directors are debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority. Detailed information as required under Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, in respect of appointment of the Directors are enclosed as "Annexure A"*

- xii. Re-appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditors –

M/s. Walker Chandiok & Co. LLP is a firm of Chartered Accountants registered and empanelled with the Institute of Chartered Accountants of India. It was established in the year 1935 and is a Limited Liability Partnership Firm incorporated in India. It has its registered office at L-41, Connaught Circus, New Delhi - 110001 apart from 15 other branch offices in various cities in India. It is primarily engaged in providing audit and assurance services to its clients. It is amongst the largest and highly reputed audit firms in India and are auditors for several large companies including some of the Top 100 listed entities.

Pursuant to SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023, a brief profile of M/s. Walker Chandiok & Co. LLP is enclosed herewith as "Annexure B".

- xiii. Resignation of Mr. B.V.N. Rao, Non-Executive Director, from Directorship of the Company w.e.f. August 13, 2024



xiv. Resignation of Mr. Madhva B. Terdal, Non-Executive Director, from Directorship of the Company w.e.f. August 13, 2024

Detailed information as required under Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 in respect of aforesaid resignations is given in "Annexure C" to this letter.

Please take the same on the record.

**For GMR Airports Infrastructure Limited**  
(For GMR Infrastructure Limited)

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

*Encl: As above*



**GMR AIRPORTS INFRASTRUCTURE LIMITED**  
(Formerly GMR Infrastructure Limited)

**Annexure A**

<b>Sr. No</b>	<b>Particular</b>	<b>Details</b>
<b>1.</b>	Reason for change	Appointment
<b>2.</b>	Date of Appointment & term of appointment	<p>i. Mr. Anil Chaudhry was appointed as an Additional Director (DIN: 03213517) in the category of Independent Director –</p> <p>Based on the recommendation of the Nomination and Remuneration Committee Mr. Anil Chaudhary has been appointed as an Additional Director (until the conclusion of ensuing AGM) in the category of Independent Director for a period of five years w.e.f. August 13, 2024. The appointment is subject to the approval of shareholders in the ensuing general meeting to be held not later than three months from the date of appointment.</p> <p>ii. Mr. Augustin de Romanet de Beaune was appointed as an Additional Director (DIN:08883005) in the category of Non-Executive Director –</p> <p>Based on the recommendation of the Nomination and Remuneration Committee Mr. Augustin de Romanet de Beaune has been appointed as an Additional Director in the category of Non-Executive Director w.e.f August 13, 2024. The appointment is subject to the approval of shareholders in the ensuing general meeting to be held not being later than three months from the date of appointment.</p> <p>iii. Mr. Indana Prabhakara Rao, was appointed as an Additional Director (DIN: 03482239) in the category of Whole Time Director and designate as Dy. Managing Director</p> <p>Based on the recommendation of the Nomination and Remuneration Committee Mr. Indana Prabhakara Rao has been appointed as an Additional Director in the category of Whole Time Director designated as “Deputy Managing Director” for a period of three years w.e.f August 13, 2024. The appointment is</p>



subject to the approval of shareholders in the ensuing general meeting to be held not later than three months from the date of appointment.

- iv. Mr. Alexis Riols, was appointed as an Additional Director (DIN: 10497928) in the category of Executive Director –

Based on the recommendation of the Nomination and Remuneration Committee Mr. Alexis Riols has been appointed as an Additional Director in the category of Executive Director for a period of three years w.e.f August 13, 2024. The appointment is subject to the approval of shareholders in the ensuing general meeting to be held not later than three months from the date of appointment.

- v. Dr. Emandi Sankara Rao (DIN: 05184747) was appointed as an Additional Director in the category of Independent Director for the Second term of 5 years.

Based on the recommendation of the Nomination and Remuneration Committee, Dr. Emandi Sankara Rao has been appointed as an Additional Director in the category of Independent Director for a period of five years from the end of first term w.e.f September 09, 2024. The appointment is subject to the approval of shareholders in the ensuing general meeting to be held not being later than three months from the date of appointment.

- vi. Dr. Mundayat Ramachandran (DIN: 01573258) was appointed as an Additional Director in the category of Independent Director and continuation of his Directorship, post attaining the age of 75 years –

Based on the recommendation of the Nomination and Remuneration Committee, Dr. Mundayat Ramachandran has been appointed as an Additional Director in the category of Independent Director for a period of five years from the end of first term w.e.f. September 09, 2024.

Further, the Board has approved the continuation of Dr. Mundayat Ramachandran upon attaining the age of 75 years.

The appointment is subject to the approval of shareholders in the ensuing general meeting to be held



not later than three months from the date of appointment.

- vii. Mr. Sadhu Ram Bansal (DIN: 06471984) was appointed as an Additional Director in the category of Independent Director -

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Sadhu Ram Bansal has been appointed as an Additional Director in the category of Independent Director for a period of five years from the end of first term w.e.f. September 09, 2024. The appointment is subject to the approval of shareholders in the ensuing general meeting to be held not later than three months from the date of appointment.

- viii. Mr. Amarthaluru Subba Rao (DIN: 00082313) was appointed as an Additional Director in the category of Independent Director -

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Amarthaluru Subba Rao has been appointed as an Additional Director in the category of Independent Director for a period of five years from the end of first term w.e.f. September 09, 2024. The appointment is subject to the approval of shareholders in the ensuing general meeting to be held not being later than three months from the date of appointment.

- ix. Ms. Bijal Tushar Ajinkya (DIN: 01976832) was appointed as an Additional Director in the category of Independent Director -

Based on the recommendation of the Nomination and Remuneration Committee, Ms. Bijal Tushar Ajinkya has been appointed as an Additional Director in the category of Independent Director for a period of five years from the end of first term w.e.f. September 09, 2024. The appointment is subject to the approval of shareholders in the ensuing general meeting to be held not later than three months from the date of appointment.



		<p>x. Mr. Suresh Lilaram Narang (DIN: 08734030) was appointed as an Independent Director –</p> <p>Based on the recommendation of the Nomination and Remuneration Committee, Mr. Suresh Lilaram Narang has been appointed as an Independent Director for a period of five years w.e.f. April 19, 2025. The appointment is subject to the approval of shareholders in the ensuing general meeting to be held not being later than three months from the date of appointment.</p>
<p>3.</p>	<p>Brief Profile (In case of appointment):</p>	<ol style="list-style-type: none"> <li>1. <b>Mr. Anil Chaudhry</b> - He was the Founding CEO &amp; Managing Director of Schneider Electric India Pvt. Ltd (SEIPL), an entity formed through the merger of Schneider Electric India's Low Voltage and Industry Automation business with L&amp;Ts Electrical and Automation business. From 2013 to 2023, he held the position of Managing Director and Zone President of Schneider Electric, Greater India. Prior to this, he was the Senior Vice President, Global Sales Organization, Infrastructure Business and a member of the Leadership Team in Paris at Schneider Electric and AREVA T&amp;D.</li> <li>2. <b>Mr. Augustin de Romanet de Beaune</b> is currently the Chairman &amp; Chief Executive Officer of Aéroports de Paris. Prior to his appointment, he was Chief Executive Officer of Caisse des Dépôts et Consignations (Pronounce it as – “Kess de depo E”) between March 2007 and March 2012, and chaired the Strategic Investment Fund between 2009 and 2012. Prior to that, he was Deputy Finance Director of Crédit Agricole SA (Pronounce it as – “Kredi Agrikol”), and a member of the Executive Committee. Before taking up this position, He was Deputy Secretary General to the President of the Republic between June 2005 and October 2006, and held responsibilities in various ministerial offices. In particular, between 2002 and 2005, he was Cabinet Director for Alain Lambert, Deputy Budget Minister, the Deputy Cabinet Director for Francis Mer, Minister for the Economy, Finance and Industry, Cabinet Director Jean-Louis Borloo, the Minister for Employment, Labour and Social Cohesion, and lastly, Deputy Cabinet Director for Jean-Pierre Raffarin, Prime Minister.</li> <li>3. <b>Mr. Indana Prabhakara Rao</b> is an experienced professional with 40 years of experience in various businesses. He holds first class master's degree in industrial engineering from Andhra University.</li> </ol> <p>He joined GMR Group in 1995 and was instrumental in setting-up the world largest 200 MW Diesel engine power plant at Chennai from conceptual stage to its successful operations. He also took-up the challenge of developing and commissioning 399.5 MW combined cycle power project for GMR Group at Vemagiri, Andhra Pradesh.</p> <p>In the year 2006 he has associated with Modernization of IGI Airport including developing Asia's longest runway and construction of terminal 3 in 37 months. He led Delhi International Airport as a Chief Executive Officer from 2011-2018</p>



and was Executive Director and Board Member of GMR Airports Limited till its merger. He is a Deputy Managing Director in GMR Group looking after construction and expansion of various Airports and heads various Corporate Functions like P&C, Corporate BE, IT Steering Committee.

4. **Mr. Alexis Riols** graduated from Ecole Normale Supérieure (ENS), Université Paris 1 Panthéon-Sorbonne, and Ecole Supérieure des Sciences Commerciales d'Angers (ESSCA). He began his career in 2010 with Egis, a French group active in infrastructure concessions and engineering. Alexis held several positions in overseas airport concessions, including Operational Leader of the Egis Airport network.

He joined Group ADP in 2019, as Development Project Director on tenders and M&A opportunities and on the Group's international strategy. Alexis was a Director representing ADP on the Board of Directors of ATOL concession (Mauritius) and Zagreb Airport concession (Croatia) until 2022.

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

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

6. **Dr. M. Ramachandran**, is a retired IAS officer of the 1972 batch from the Uttarakhand cadre. He has done B.A. in History, Economics (topped University) and M.A in Economics, from University of Kerala. He has also done M.Phil - Economic Planning, University of Glasgow, UK. He holds a Doctorate of Philosophy in Economics from University of Lucknow for research thesis 'Alternative Approaches to Project Planning with Special Reference to India' – 2009. He has also obtained a Certificate in Public Policy Analysis from LSE (2023).

He is having around 40 years of cross sector apex level policy making experience and field level implementation exposure in India, served both at the central and state government levels. As Secretary to Government of India, Ministry of Urban Development for 4 years from 2006 to 2010, he spearheaded the country's urban sector policies, reforms and initiatives widely recognized as a landmark period in transforming India's cities. Various assignments handled by him includes working as Advisor/Consultant to various State Governments, Urban local bodies, Universities,





Societies/Foundations in the areas of Infrastructure, Urban development, Project management, Higher education; Member of the National Steering Committee for Urban Capacity Building; Member of Steering Committee/Working Group of the Planning Commission relating to India's 12th Five year plan (Urban Development); Advisor to the World Bank. At state level he had held various senior positions including that of Chief Secretary of Government of Uttarakhand. He was also the Chairman, Indian Heritage Cities Foundation and Chancellor, the ICFAI University, Dehradun. Independent Director on the Boards of twelve companies in the Infrastructure sector and Chairman of the IDFC Foundation.

7. **Mr. S. R. Bansal** has done M.A (English) from Punjab University, Chandigarh, is a CAIIB from Indian Institute of Bankers and Associate of Indian Institute of Banking & Finance (AIIBF). He was a professional banker and a competent administrator with over 35 years of extensive experience in Banking in various capacities. He has also served as Independent Director in few companies.

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

8. **Mr. A Subba Rao** is a commerce graduate and a Chartered Accountant. After 36 years of full time fiancé career in various reputed Indian and multinational companies, he chose to retire on 31<sup>st</sup> August 2021. Subsequent to his retirement, he took up Board positions as Independent Director. He is also serving as a member / Chairman of various Board committees.

He has an established and proven track record in Finance Leadership and end to end expertise in various facets of finance function, built over his 36 years of finance career in industry segments such audit practice, manufacturing, financial services and infrastructure.

Among various positions in his finance career, he was the Managing Director-Finance of Sanamar Group, Executive Director – Finance & Strategy at CLP India, Group CFO in RPG Group and Group CFO in GMR Group.

Mr. Subba Rao holds matured strengths in organizational building, leadership development, harmonious external relationship management and effective communication both internally and on public forums. He has contributed to Chartered Accountancy professional development by taking responsibilities in some committees constituted by ICAI and also contributed to the Infra Industry development by working on some committees constituted by the Government of



		<p>India.</p> <p>9. <b>Ms. Bijal Ajinkya</b> is Partner in Khaitan &amp; Co. in the Direct Tax, Private Client and Investment Funds Practice Groups in their Mumbai office. With over 20 years of experience, on the tax side, Ms. Ajinkya primarily focuses on international tax, structuring of inbound and outbound investments, M&amp;A tax negotiations, providing opinions on complex tax issues on international tax, etc. On the tax litigation front, she has immense experience in providing advice on unique litigation strategies and has been a lead advisor in many successful and path breaking tax litigations in India. She has also served as an expert witness on Indian tax matters in an international arbitration. She is currently handling a tax information exchange case which is a first precedent case on the interpretation of treaty provisions with a country in the Channel Islands.</p> <p>She regularly features on an annual basis in the Chambers &amp; Partners (Asia – Pacific), Citiwealth Leaders List, Legal 500, International Tax Review (Asia Pacific), Who’s Who Legal “Corporate Tax Guide, Private Client Global Elite, Expert Guides – Tax 2018, Indian Lawyer 250 Law Business Research as a leader in the field of taxation and private client in India. She is regarded as a Distinguished Practitioner by AsiaLaw Profile 2020.</p> <p>10. <b>Mr. Suresh Lilaram Narang</b> is an Advisor to the Bank Mandiri Group, Singapore, since the year 2018. He holds a Bachelor’s degree in Arts from University of Rajasthan, Jaipur. He has over 40 years of work experience mainly in the field of Banking, having worked with the leading Banks like State Bank of India, Deutsche Bank AG, both in India &amp; abroad. Among other positions, he had been the Country Head of Deutsche Bank AG, Indonesia.</p> <p>He has very strong relationships with regulators, senior govt. personnel including ministers in charge of economy, principal shareholders of large corporate groups and local bank CEOs in Indonesia. He has gained strong grounding in corporate governance as a result of his 13 years stint as Country Head, Deutsche Bank AG, Indonesia.</p>
4.	Disclosure of relationship between directors (In case of appointment):	None of the Directors appointed are related to any Director of the Company and are not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.



## Annexure B

Sr. No	Particular	Details
1.	Reason for change	Re-appointment of the Statutory Auditors pursuant to completion of term allowed under Section 139 of the Companies Act, 2013.
2.	Date of Appointment & term of appointment	Re-appointment shall be effective from the conclusion of the ensuing 28 <sup>th</sup> Annual General Meeting (AGM) of the Company. Re-appointment is for a period of 5 consecutive years commencing from the conclusion of 28 <sup>th</sup> AGM till the conclusion of the 33 <sup>rd</sup> AGM of the Company, subject to the approval of the shareholders at the ensuing 28 <sup>th</sup> AGM of the Company at such remuneration as may be determined by the Board.
3.	Brief Profile (In case of appointment):	M/s. Walker Chandiook & Co. LLP is a firm of Chartered Accountants registered and empanelled with the Institute of Chartered Accountants of India. It was established in the year 1935 and is a Limited Liability Partnership Firm incorporated in India. It has its registered office at L-41, Connaught Circus, New Delhi - 110001 apart from 15 other branch offices in various cities in India. It is primarily engaged in providing audit and assurance services to its clients. It is amongst the largest and highly reputed audit firms in India and are auditors for several large companies including some of the Top 100 listed entities.
4.	Disclosure of relationship between directors (In case of appointment):	NA

## Annexure C

Sr. No	Particular	Details
1.	Reason for change	Mr. B.V.N. Rao and Mr. Madhva B Terdal have resigned from the position of Non-Executive Director of the Company due to other professional commitments.
2.	Date of Appointment & term of Cessation	Cessation from the position of Non-Executive Director of the Company with effect upon noting of the same by the Board in its meeting held on August 13, 2024
3.	Brief Profile (In case of appointment):	Not Applicable
4.	Disclosure of relationship between directors (In case of appointment):	NA

Dated: August 12, 2024

To,

The Board of Directors,  
**GMR Airports Infrastructure Limited**  
(Formerly GMR Infrastructure Limited)  
Unit no. 12, 18<sup>th</sup> Floor, Tower A, Building No.5,  
DLF Cyber City, DLF Phase III, Gurgaon,  
Haryana, India, 122002

**Subject: Resignation from the position of Director of GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("the Company")**

Dear Sirs and Madam,

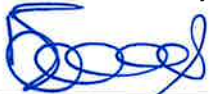
I, B V N Rao, hereby tender my resignation from the position of director of the Company due to my other professional commitments. The resignation may be effective upon noting of the same by the Board.

I sincerely appreciate and express my gratitude to the Chairman and all other members on the Board for your guidance and support extended to me and confidence reposed in me, during my tenure as a director on the Board of the Company.

Kindly acknowledge the receipt of this letter and relieve me from my position as a director and please arrange to submit the necessary forms with the concerned office of the Registrar of Companies.

Thanking you,

Yours' faithfully,



**B V N Rao**  
**Director**  
**DIN: 00051167**

Dated: August 12, 2024

To,

The Board of Directors,  
**GMR Airports Infrastructure Limited**  
(Formerly GMR Infrastructure Limited)  
Unit no. 12, 18<sup>th</sup> Floor, Tower A, Building No.5,  
DLF Cyber City, DLF Phase III, Gurgaon,  
Haryana, India, 122002

**Subject: Resignation from the position of Director of GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("the Company")**

Dear Sirs and Madam,

I, Madhva Bhimacharya Terdal, Director of the Company, hereby tender my resignation from the position of director of the Company due to my pre- occupation and other profession commitments. The resignation may be effective upon noting of the same by the Board.

I sincerely appreciate and express my gratitude to the Chairman and all other members on the Board for the guidance and support extended to me and the and confidence reposed in my, during my tenure as a director on the Board of the Company.

Kindly acknowledge the receipt of this letter and relieve me from my position as a director and please arrange to submit the necessary forms with the concerned office of the Registrar of Companies.

Thanking you,

Yours' faithfully,



**Madhva Bhimacharya Terdal**  
**Director**  
**DIN: 05343139**