



**GMR INFRASTRUCTURE LIMITED**  
(CIN: L45203MH1996PLC281138)

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

## NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the members of GMR Infrastructure Limited will be held on Monday, September 21, 2020, at 3:00 P.M. IST through Video Conferencing ("VC") to transact the following business:

### Ordinary Business:

1. To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. G.B.S. Raju (DIN:00061686), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business:

3. Appointment of Mr. Suresh Lilaram Narang (DIN:08734030) as an Independent Director.

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 Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Mr. Suresh Lilaram Narang (DIN: 08734030) who was appointed as an Additional Director with effect from April 22, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five (5) years with effect from April 22, 2020 or upto the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company, whichever is earlier."

4. Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2021.

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 framed 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, 2021, being ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses that may be incurred by them in connection with the aforesaid audit, be and is hereby ratified."

5. Approve raising of funds through issuance of equity shares and/or other eligible securities through Qualified Institutions Placement.

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

**"RESOLVED THAT** pursuant to Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the relevant provisions of the memorandum of association and articles of association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ("SEBI Debt Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and applicable provisions of the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, the uniform listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 1 (Rupee one) each of the Company are listed ("Stock Exchanges",

and such equity shares, the “Equity Shares”), and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India (“GOI”), Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”), Securities and Exchange Board of India (“SEBI”), the Stock Exchanges, Registrar of Companies, Mumbai, Maharashtra (“RoC”) and such other statutory/ regulatory authorities in India or abroad (the “Appropriate Authorities”) from time to time), and subject to existing borrowing limits and security creation limits approved by the shareholders of the Company and all approvals, permissions, consents, and/ or sanctions as may be necessary or required from any of the Appropriate Authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the board of directors of the Company (“Board”, which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the approval of the shareholders of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue, and allot such number of Equity Shares, non-convertible debentures along with warrants and/or convertible securities other than warrants (collectively, referred to as the “Securities”) to qualified institutional buyers (as defined under the SEBI ICDR Regulations) (“QIBs”), whether they are holders of the Equity Shares or not, through one or more qualified institutions placements (“QIP”), pursuant to and in accordance with Chapter VI of the SEBI ICDR Regulations, as applicable, through the issuance of a placement document(s), as permitted under applicable laws and regulations, in one or more tranches, for cash, at such price or prices (including at a discount or premium to market price or prices permitted under applicable law) as may be deemed fit, including a premium or discount that may be permitted under the SEBI ICDR Regulations on the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations, such that the total amount to be raised through the issue of Securities in the QIP shall not exceed ₹ 5,000 crores only (Rupees Five Thousand Crores only) (inclusive of such premium as may be fixed on such Securities), to be subscribed in Indian or its equivalent of any foreign currency(ies) by all eligible investors, including resident or non-resident/foreign investors who are authorized to invest in the Securities of the Company as per extant regulations/guidelines or any combination as may be deemed appropriate by the Board in consultation with the book running lead managers appointed for the QIP and whether or not such investors are shareholders of the Company (collectively called “Investors”), to all or any of them, jointly or severally through a placement document or such other offer document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, in one or more tranche or tranches, in such manner, and on such terms and conditions as may be agreed by the Board in consultation with the book running lead managers appointed for the QIP, including the discretion to determine the categories of Investors, to whom the offer, issue and allotment of Securities shall be made, in such manner or otherwise on such terms and conditions and deciding of other terms and conditions like number of Securities to be issued and allotted.

**RESOLVED FURTHER THAT** subject to the provisions of the SEBI ICDR Regulations:

- i. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the Companies Act, 2013 and/ or SEBI ICDR Regulations, from time to time;
- ii. the relevant date for the purposes of pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP. In case of convertible securities, the relevant date shall be either the date of the meeting at which the Board decides to open the proposed QIP of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares;
- iii. the Securities shall be allotted as fully paid up (in case of allotment of non-convertible debt instruments along with warrants, the allottees may pay the full consideration or part thereof payable with respect to warrants, at the time of allotment of such warrants), with the balance consideration being payable on allotment of Equity Shares on exercise of options attached to such warrants;
- iv. the tenure of any convertible or exchangeable Securities shall not exceed 60 (sixty) months from the date of allotment;
- v. the issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (“Floor Price”), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board or duly authorised committee may, in consultation with the lead managers, offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;
- vi. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- vii. it is clarified that QIBs belonging to the same group (as specified under Regulation 180(2) of the SEBI ICDR Regulations) or who are under same control shall be deemed to be a single allottee;

- viii. the allotment of Securities except as may be permitted under the SEBI ICDR Regulations and other applicable laws shall only be to QIBs and no allotment shall be made, either directly or indirectly, to any QIBs who is a promoter of the Company, or any person related to the promoter of the Company, in terms of the SEBI ICDR Regulations;
- ix. the Securities shall not be sold by the allottees for a period of one (1) year from the date of its allotment, except on the recognized Stock Exchanges or except as may be permitted from time to time by the SEBI ICDR Regulations; and
- x. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution the Securities to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari-passu in all respects with the existing Equity Shares of the Company.

**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 issuance / conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank pari-passu with the existing Equity Shares in all respects.

**RESOLVED FURTHER THAT** the Company be and is hereby authorized to engage/appoint book running lead managers, underwriters, guarantors, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies/intermediaries, as are or may be required to be appointed, involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like including reimbursement of out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with such agencies/ intermediaries as per the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, including among other things, the following:

- i. to determine the terms and conditions of the QIP, including among other things, the date of opening and closing of the QIP (including the extension of such subscription period, as may be necessary or expedient), the class of investors to whom the Securities are to be issued, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient;
- ii. to determine the number of Securities that may be offered in domestic and/ or international markets and proportion thereof, tranches, issue price, interest rate, listing, premium/ discount, as permitted under applicable law (now or hereafter);
- iii. to finalise and approve, and make arrangements for submission, of the preliminary and/or draft and/or final offering circulars/information memoranda/ offer documents, and any addenda or corrigenda thereto with the appropriate regulatory authorities;
- iv. to determine conversion of Securities, if any, redemption, allotment of Securities, listing of securities at the Stock Exchanges;
- v. to make applications to the Stock Exchanges for in-principle and final approvals for listing and trading of Equity Shares, and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges in relation thereto;
- vi. to open such bank accounts, including escrow accounts, as are required for purposes of the QIP, in accordance with applicable law;
- vii. to finalize utilisation of the proceeds of the QIP, as it may in its absolute discretion deem fit in accordance with the applicable law;
- viii. approve estimated expenditure in relation to the QIP;
- ix. to decide on conduct and schedule of road shows, investor meet(s) in accordance with applicable legal requirements for the issue of the Securities;
- x. to undertake all such actions and compliances as may be necessary in accordance with the SEBI ICDR Regulations, the SEBI Listing Regulations or any other applicable laws;
- xi. to apply for dematerialization of the Equity Shares with the concerned depositories;
- xii. to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement, term sheets, trustee agreement, trust

deed and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time;

- xiii. to seek by making requisite applications as may be required, any approval, consent or waiver from the Company's lenders and/or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government, statutory and regulatory authorities, and/or any other approvals, consents or waivers that may be required in connection with the QIP, offer and allotment of the Securities;
- xiv. to give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the QIP and as the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the shareholders or otherwise, and that all or any of the powers conferred on the Company and the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose pursuant to this resolution may be exercised by the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose be and is hereby authorized to approve, finalise, execute, ratify, and/ or amend/ modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors (including for marketing, listing, trading and appointment of book running lead managers/ legal counsel/ bankers/ advisors/ registrars/ and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.

**RESOLVED FURTHER THAT** subject to applicable law, the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be necessary to give effect to this resolution."

By order of the Board of Directors  
For GMR Infrastructure Limited

Place: New Delhi  
Date : August 27, 2020

T. Venkat Ramana  
Company Secretary & Compliance Officer  
(ACS 13979)

**NOTES:**

1. In view of COVID-19 pandemic, Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, (SEBI Circular) has allowed the Companies to conduct Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means without the physical presence of the Members at a common venue. In terms of the said Circulars, the 24<sup>th</sup> AGM of the Company is being held through VC. Hence, Members can attend and participate in the AGM through VC only.
2. Pursuant to the aforesaid MCA Circulars, Members attending the 24<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. As per the Companies Act, 2013, (‘the Act’), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, in terms of the MCA Circulars, the 24<sup>th</sup> AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 24<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Board of Directors have considered and decided to include item nos. 3 to 5 given above as Special Business in the Notice to the 24<sup>th</sup> AGM, as they consider it unavoidable in nature.
5. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to item nos. 3 to 5 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), regarding the Directors who are proposed to be appointed/re-appointed are annexed hereto.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 14, 2020 to Monday, September 21, 2020 (both days inclusive).
7. Corporate members are required to access the link at <https://evoting.karvy.com/> and upload a certified true copy of Board Resolution authorizing their representative to attend the AGM through VC and vote on their behalf. Institutional Investors are encouraged to attend and vote at the meeting through VC.
8. Kfin Technologies Private Limited (Kfintech) 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.
9. KFinTech shall be providing the facility for voting through remote e-voting, for participation in the 24<sup>th</sup> AGM through VC facility and e-voting during 24<sup>th</sup> AGM.
10. Members holding shares in physical mode are requested to intimate changes in their address to Kfin Technologies Private Limited (Unit: GMR Infrastructure Limited) at Kfintech, 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 records.
11. In line with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 are being sent only through electronic mode to those Members whose email addresses are registered with the RTA/ Depositories. Members may also note that the Notice of the 24<sup>th</sup> AGM and the Annual Report 2019-20 will also be available on the Company’s website at [www.gmrgroup.in](http://www.gmrgroup.in), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the RTA at <https://evoting.karvy.com/>.
12. Members may note that pursuant to the General Circular No. 20/2020 dated May 05, 2020 issued by the MCA, the Company has provided the link mentioned below to enable members to register themselves for the purpose of receiving the Company’s Annual Report and Notice for the Annual General Meeting (including e-voting instructions) electronically. Accordingly, Members are requested to update their email address by accessing the link [http://ris.kfintech.com/email\\_registration/](http://ris.kfintech.com/email_registration/).
13. Pursuant to Regulation 40 of SEBI LODR, transfer of securities held in physical form shall not be processed and any transfer of securities will be possible only in dematerialized mode. Hence members are advised to dematerialize their shares that are held in physical form for any further transfer.

14. Further with reference to the SEBI circular (Ref. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018) directing security holders, holding securities in physical form to update details of their PAN and bank account, we request all such security holder to immediately update the required details or any change therein with the RTA/Company.
15. Members who hold shares in dematerialized form and wish to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
16. 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.
17. 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 (DPs) in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.
18. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be: -
  - a) The change in the residential status on return to India for permanent settlement, and
  - b) The particulars of the updated Bank Account in India.
19. Since the AGM will be held through VC Facility, the Route Map being not relevant, therefore is not annexed to this Notice.
20. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with Company Secretary at the Company's corporate office or the Company's Registrar and Share Transfer Agent (KFintech) for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at [www.gmrgroup.in](http://www.gmrgroup.in).
21. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has remained unclaimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

In the event of transfer of shares and unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
22. In accordance with Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company on its website at [www.gmrgroup.in](http://www.gmrgroup.in).
23. Members may join the 24<sup>th</sup> AGM through VC Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from 02:45 p.m. IST i.e. 15 minutes before the time scheduled to start the 24<sup>th</sup> AGM and shall not be closed for at least 15 minutes after such scheduled time.
24. Members may note that the VC Facility, provided by KFintech, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 24<sup>th</sup> AGM without any restriction on account of first-come first-served principle.
25. Copies of all documents referred to in the notice and explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 annexed thereto are available for inspection electronically. Members seeking to inspect such documents can send an email to [gilsecretarial@gmrgroup.onmicrosoft.com](mailto:gilsecretarial@gmrgroup.onmicrosoft.com)

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM.

Member seeking any information with regard to any queries regarding the Annual Report, may write to the Company at Gil.Cosecy@gmrgroup.in.

26. 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, Secretarial Standard-2 on General Meetings and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members with facility to exercise their votes by electronic means through remote e-voting services, provided by KFin Technologies Private Limited (Service Provider) on all resolutions set forth in this Notice.

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

**i. In case of Members whose email IDs are registered with the Company/Depository Participants(s) (Members receiving e-mail from Kfintech):**

- 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. Your Folio No. / DP ID-Client ID will be your User ID.

User - ID	For Members holding shares in Demat Form: - 1) For NSDL: - 8 character DP ID followed by 8 digits Client ID 2) For CDSL: - 16 digits Beneficiary ID For Members holding shares in physical form: - • Event Number followed by Folio Number registered with the Company
Password	If your email ID is not registered, please follow steps mentioned under point no. (ii) below for registration of email ID and obtaining User ID / Password for e-voting.
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, emailID, 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/Corporate members (i.e., other than Individuals, HUF, NRI, etc..) are 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 authorised representative(s) who are authorised to vote, to the Scrutinizer through e-mail ID: [sree@sreedharancs.com](mailto:sree@sreedharancs.com)/[compliance@sreedharancs.com](mailto:compliance@sreedharancs.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name, event no."
- k) Once you have cast your vote on resolution, you will not be allowed to modify it subsequently.

**ii In case of Members whose e-mail addresses are not registered with the Company/Depositories:**

- (a) Members holding shares in demat mode, shall register their email addresses with their respective depository participants and members holding shares in physical mode shall register their email addresses with the Company's RTA, Kfintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) to obtain the Annual Report, user ID / password for e-voting.
- (b) Members may note that pursuant to the General Circular No. 20/2020 dated May 05, 2020 issued by the MCA, the Company has provided the link mentioned below to enable members to register themselves for the purpose of receiving the Company's Annual Report and Notice for the Annual General Meeting (including e-voting instructions) electronically. Accordingly, Members are requested to update their email address by accessing the link [http://ris.kfintech.com/email\\_registration/](http://ris.kfintech.com/email_registration/).
- (c) Please follow all steps from SI. No. (a) to (k) of (i) above, to cast vote.
- l) The facility for e-voting, other than remote e-voting, shall also be made available during AGM. Members attending the AGM through VC and have not cast their vote by remote e-voting will only be able to exercise their right to vote at the AGM through e-voting.
- m) However, this facility shall be operational till all the resolutions are considered and voted upon in the meeting.
- n) A Member can opt for only single mode of voting i.e. through remote e-voting or voting during the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote during the AGM shall be treated as invalid.
- o) The remote e-voting period commences on Friday, September 18, 2020 at 9.00 a.m. IST and ends on Sunday, September 20, 2020 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. 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 Monday, September 14, 2020 will be entitled to cast their votes by remote e-voting.
- p) 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., Monday, September 14, 2020, or has registered his/her e-mail address after dispatch of the AGM Notice, he/she may write to Kfintech on the e-mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), requesting for the User ID and Password. However, RTA shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.
- q) 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> (Kfintech Website) or contact KFin Technologies Private Limited at the Telephone No.: (Toll Free No.: 1800-345-4001)
- r) It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

**Other Instructions**

1. Mr. V. Sreedharan, (Membership No. FCS 2347) or failing him Mr. Pradeep B. Kulkarni (Membership no. FCS 7260) Practicing Company Secretary have been appointed as the Scrutinizer for conducting the remote e-voting, and e-voting process in a fair and transparent manner.
2. The Scrutiniser will, after the conclusion of e-voting during the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised 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](http://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 authorised by him and communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.



**INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC:**

1. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for the AGM will be available in the shareholder/Members login where the “Event” and the “Name of the company” can be selected. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above in this Notice.
2. The facility for joining the AGM shall open 15 minutes before the time scheduled to start the 24<sup>th</sup> AGM and shall not be closed for at least 15 minutes after such scheduled time.
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
4. Members will be required to grant access to the web-cam to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC smoothly, without any fluctuations in the audio/video quality.
6. Members who may want to express their views or ask questions at the AGM may visit <https://evoting.kfintech.com> and click on the tab “Annual General Meeting Post Your Queries Here” to post their queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active during the remote e-voting period and shall be closed on Sunday, September 20, 2020 at 5:00 p.m.
7. In addition to the above mentioned step, the Members may register themselves as speakers for the AGM to raise their queries. Accordingly, the Members may visit <https://evoting.karvy.com> and click on tab ‘Speaker Registration for eAGM’ during the period mentioned below. Members shall be provided a ‘queue number’ before the AGM. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

The ‘Speaker Registration’ window shall be activated on Thursday, September 17, 2020 at 9.00 A.M. and shall be closed on Saturday, September 19, 2020 at 9.00 A.M. The Company reserves the right to restrict the number of speakers and time allotted per speaker subject to availability of time as appropriate for smooth conduct of the AGM.

8. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting (🗳️) icon on the left side of the screen to cast their votes.
9. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1800-3454-001 or write to them at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and/or [evoting@kfintech.com](mailto:evoting@kfintech.com). Kindly quote your name, DP ID / Client ID Folio No and e-voting Event Number in all your communications.

**Explanatory Statement under Section 102(1) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Item No. 3**

The Board of Directors based on the recommendation of Nomination and Remuneration Committee (NRC) appointed Mr. Suresh Lilaram Narang as an Additional Director w.e.f April 22, 2020, 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 upto the date of ensuing Annual General Meeting. He was also appointed as an Independent Director under Section 149 of the Companies Act, 2013 to hold office for a term of five (5) years w.e.f April 22, 2020 or upto the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company, whichever is earlier, subject to the approval of the members of the Company.

Pursuant to Section 149, 150 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Suresh Lilaram Narang requires approval of the Members by way of an Ordinary Resolution.

The Company has received declaration from Mr. Suresh Lilaram Narang that he is not disqualified from being appointed as an Independent Director in terms of 164 of the Companies Act, 2013 and other applicable provisions of the Act and has given his consent for the appointment. Further, the Company has also received a declaration from Mr. Suresh Lilaram Narang confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Suresh Lilaram Narang fulfils the conditions specified in the Companies Act, 2013, and rules made thereunder and SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management.

Mr. Suresh Lilaram Narang has a deep knowledge and more than 40 years of experience in capital markets and investment banking, having worked with the leading Banks like State Bank of India, Deutsche Bank AG, both in India & abroad and has gained strong grounding in corporate governance. Keeping in view his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years w.e.f April 22, 2020.

Copy of letter of appointment of Mr. Suresh Lilaram Narang setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

As required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Suresh Lilaram Narang are annexed herewith to the notice.

Except Mr. Suresh Lilaram Narang, being an appointee and his relatives, 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**

The Board of Directors of the Company at its meeting held on August 27, 2020, 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, 2021.

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 required 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, 2021 as set out in the resolution.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 4. The Board recommends passing of the resolution set out in Item No. 4 as an Ordinary Resolution.

#### **Item No. 5**

The Company recognizes significant growth opportunities in the area of its operations and adjacencies and continues to evaluate such avenues for organic and inorganic growth. The Company proposes to raise capital for the purposes of funding some of these growth opportunities, other long-term capital requirements, investments in subsidiary(ies), joint venture(s) and affiliate(s), general corporate requirements, pre-payment and/or repayment of outstanding borrowings, or meeting exigencies and /or any other purposes, as may be permissible under the applicable law and approved by the board of directors of the Company/ its duly constituted committee ("**Board**").

In line with the above, the Company proposes to raise funds through the issuance of equity shares of the Company ("**Equity Shares**") /non-convertible debentures along with warrants and/or convertible securities other than warrants (collectively, referred to as the "**Securities**") for an aggregate consideration which shall not exceed ₹ 5,000 crores only (Rupees Five Thousand Crore only) to qualified institutional buyers (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), whether they are holders of Equity Shares or not, for cash, in one or more tranches through one or more qualified institutions placements ("QIP"), in terms of (a) Chapter VI of the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**"); and (c) other applicable law including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended.

Accordingly, the Board, at its meeting held on August 27, 2020, subject to the approval of the shareholders of the Company, approved the issuance of the Securities at such price or prices (at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions as may be deemed appropriate by the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and /or other advisor(s) appointed in relation to the QIP, in accordance with applicable laws. The Securities allotted will be listed and traded on the stock exchange(s) where Equity Shares of the Company are currently listed (the "Stock Exchanges"), subject to obtaining necessary approvals. The offer, issue, allotment of the Securities, shall be subject to obtaining of regulatory approvals, if any by the Company.

In terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a company, if the Company is authorised by a special resolution passed by its shareholders. Further, in terms of provisions of Section 42 and 71 of the Companies Act read with the

Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a company can issue its securities including debentures on private placement basis after obtaining prior approval of the members of the Company by a special resolution. Therefore, consent of the shareholders is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act and other applicable law.

The Securities offered, issued, and allotted by the Company pursuant to the QIP in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. The resolution enables the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose, in accordance with applicable law, and in consultation with the book running lead managers to be appointed for the QIP, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

The allotment of the Securities issued by way of QIP shall be completed within a period of 365 days from the date of passing of this resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognised Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The 'relevant date' for the purpose of the pricing of the Securities to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be the date of the meeting in which the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose decides to open the QIP (or in case of allotment of eligible convertible securities, the relevant date may be the date on which the holders of such convertible securities become entitled to apply for the Equity Shares), which shall be subsequent to receipt of shareholders' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the QIP will be decided by the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose, in accordance with the SEBI ICDR Regulations, in consultation with the book running lead manager(s) and /or other advisor(s) appointed in relation to the QIP and such other authorities and agencies as may be required to be consulted by the Company. Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post- QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors in the QIP and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"); the Companies Act, 2013; the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable law.

Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under the listing agreements entered into with the recognised Stock Exchanges and the SEBI Listing Regulations.

The approval of the shareholders is being sought to enable the Board or the management committee of the Board or any other committee to be constituted by the Board for this purpose, to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 5 of this notice, without the need for any fresh approval from the shareholders of the Company in this regard.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at Item No. 5 of the notice.

The proposed QIP is in the interest of the Company and the Board recommends the resolution set out at item no. 5 of the notice for the approval of the shareholders as a special resolution.

By order of the Board of Directors  
For GMR Infrastructure Limited

T. Venkat Ramana  
Company Secretary & Compliance Officer  
(ACS 13979)

Place: New Delhi  
Date : August 27, 2020

## Annexure

**Details of director seeking appointment / re-appointment at the 24<sup>th</sup> Annual General Meeting to be held on Monday, September 21, 2020 (Pursuant to SEBI (LODR) Regulations and SS-2, as on March 31, 2020:**

Name of the Director	Mr. G.B.S Raju	Mr. Suresh Lilaram Narang
Director Identification Number (DIN)	00061686	08734030
Age	46 years	65 years
Qualification	Graduate in Commerce from Vivekananda College, University of Madras, Chennai	Graduate in Arts from University of Rajasthan, Jaipur
Brief resume of the Director and other details viz. experience/ expertise	<p>Mr. GBS Raju is the Non-Executive Non-Independent Director of the Company. He has been on the Company's Board since 1999. He began his career as the Managing Director of GMR Energy Limited and was responsible for setting up the 220 MW barge-mounted power plant. He steered the Company's involvement in the roads sector, led Corporate Services including fund raising initiatives and spearheaded Company's foray into international business.</p> <p>He is currently the Chairman of the Airport business of the GMR Group.</p>	<p>Mr. Suresh Lilaram Narang is an Additional Director in the category of Independent Director. He has over 40 years of work experience in the field of Banking, having started his career with State Bank of India group in 1977 as a Probationary Officer. He joined Deutsche Bank AG in 1987 in Mumbai, and moved to Deutsche Bank Jakarta in 1994 to lead the Global markets business. He was appointed as Chief Country Officer of the Bank in Indonesia in 2001, and led the business franchise with a team exceeding 300 staff, till his retirement from the Bank in 2014. Subsequently, in 2015, he became a board member at Mandiri Securities, the capital markets arm of Bank Mandiri group, the largest financial services conglomerate in Indonesia, a position he held till 2018.</p> <p>Mr. Narang has a deep knowledge of capital markets and investment banking, coupled with a strong grounding in corporate governance. Mr. Narang is engaged in supporting startups in the shared experience sector.</p>
Date of first appointment on the Board	May 22, 1999	April 22, 2020
Shareholding in the Company as on March 31, 2020	544160 Equity Shares	NIL
Directorships held in other companies as on March 31, 2020*	<ol style="list-style-type: none"> <li>1) GMR Varalakshmi Foundation</li> <li>2) Delhi International Airport Limited</li> <li>3) GBS Holdings Private Limited</li> <li>4) GMR Goa International Airport Limited</li> <li>5) GMR Enterprises Private Limited</li> <li>6) Delhi Duty Free Services Private Limited</li> <li>7) GMR Air Cargo and Aerospace Engineering Limited</li> <li>8) GMR Airports Limited</li> <li>9) GMR Hyderabad International Airport Limited</li> <li>10) GMR Airport Developers Limited</li> <li>11) GMR Nagpur International Airport Limited</li> </ol>	NIL

Chairmanship/Membership of Committees held in other companies as on March 31, 2020*	Delhi International Airport Limited - Share Allotment, Transfer and Grievance Committee (Member)	NIL
Inter-se-relationships between - Directors - Key Managerial Personnel (KMP)	Mr. G.B.S. Raju is son of Mr. G.M. Rao, Chairman and brother of Mr. Grandhi Kiran Kumar, Managing Director & CEO.	There is no inter-se relationship with the Directors and KMP of the Company.
Number of Board Meetings attended during the year 2019-20	3	N.A.
Details of remuneration last drawn p.a	NIL	NIL
Terms and conditions of appointment alongwith remuneration sought to be paid	Director (Non-Executive Promoter Director) liable to retire by rotation. No remuneration proposed.	Independent Director for a term of 5 years. No remuneration proposed except sitting fee.

\*Foreign entities not considered.