



GMR INFRASTRUCTURE LIMITED

(CIN: L45203MH1996PLC281138)

Regd. Office: Naman Centre, 701, 7th Floor, Plot No. C-31, G Block,

Bandra Kurla Complex, Bandra (East), Mumbai- 400051

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NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of GMR Infrastructure Limited will be held on Tuesday, September 27, 2022, 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, 2022, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. B.V.N. Rao (DIN: 00051167), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Madhva Bhimacharya Terdal (DIN: 05343139), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. **Approval for raising of funds through issuance of equity shares and/or other eligible securities through Qualified Institutions Placement and/or Foreign Currency Convertible Bond.**

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

"RESOLVED THAT pursuant to Sections 23, 42, 62, 71 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 Non-Convertible Securities) Regulations, 2021 ("SEBI Debt Regulations") as amended, 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 ("FEMA") and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme 1993 ("FCCB Scheme") as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 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 laws 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, ("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 the Management Committee of the Board or any other committee which the Board may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the approval of the members 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, and/or Foreign Currency Convertible Bonds ("FCCB") to Investors eligible to invest as per FCCB Scheme/ FEMA or combination thereof or any other method as may be permitted under law through the issuance of a placement document(s)/ offer 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 for QIP, such that the total amount to be raised through the issue of Securities through a QIP and/or FCCB, either singly or in any combination thereof shall not exceed ₹ 6,000 crores only (Rupees Six Thousand Crores only) (inclusive of such premium as may be fixed on such Securities), to be subscribed in Indian Rupees or its equivalent of any foreign currency(ies) by all eligible investors, including resident or non-resident/foreign investors who are authorised to invest in the Securities/ FCCB 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 or any advisors appointed by the Board 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/ other advisors appointed by the Board or otherwise, including the discretion to determine the amount to be issued by way of Securities or FCCB, 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 in the event of issuance of securities through a QIP, 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 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, as may be decided by the Board;
- 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 issued through QIP 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 the event of issuance of FCCB, the relevant date for the purpose of pricing of FCCB to be issued shall be determined in accordance with the FCCB Scheme or as may be permitted under the applicable law.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities or FCCB 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/ FCCB 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 authorised 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, FCCB Scheme and FEMA .

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised 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/ FCCB, including among other things, the amount of issuance of QIP and/or FCCB or combination thereof, date of opening and closing of the QIP (including the extension of such subscription period, as may be necessary or expedient), date of issuance of FCCB, the class of Investors to whom

the Securities/ FCCB are to be issued, the relevant date for convertible securities 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 and amount of Securities/ FCCB 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/ other documents, and any addenda or corrigenda thereto with the appropriate regulatory authorities;
- iv. to determine conversion of Securities/ FCCB, if any, redemption, allotment of Securities/ FCCB, 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/ FCCB, in accordance with applicable law;
- vii. to finalise utilisation of the proceeds of the QIP/ FCCB, as it may in its absolute discretion deem fit in accordance with the applicable law;
- viii. approve estimated expenditure in relation to the QIP/ FCCB;
- 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/ FCCB;
- x. to undertake all such actions and compliances as may be necessary in accordance with the SEBI ICDR Regulations, the SEBI Listing Regulations, FCCB Scheme, FEMA or any other applicable laws;
- xi. to apply for dematerialisation 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/ FCCB, offer and allotment of the Securities/ FCCB;
- 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 SEBI, MCA, RBI, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the QIP/ FCCB and as the Board 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 pursuant to this resolution may be exercised by the Board 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 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 be and is hereby authorised 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 be and is hereby authorised 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."

5. Approval for shifting of the registered office of the Company from the State of Maharashtra to the State of Haryana and consequent alteration in the Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government (powers delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and such other approvals, permissions and sanctions as may be required, consent of the members of the Company be and is hereby accorded for shifting of the Registered Office from the State of Maharashtra to the State of Haryana.

RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause:

"II. The Registered Office of the Company will be situated in the State of Haryana."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, 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 authorised to do all such acts, deeds, filings, matters and things and execute all such applications, declarations, deeds, documents, instruments and writings as may be required, to issue notice/advertisements including but not limited to publication of Notice in Newspaper(s), obtain orders of shifting of Registered Office from the concerned authorities and delegate all or any of its powers herein conferred to any director(s), officer(s) or representatives(s) and/or the consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable."

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

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

Place: New Delhi
Date : September 02, 2022

NOTES:

1. In view of ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020

dated April 08, 2020 and 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 05, 2020, followed by General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022 (collectively referred to as “**MCA Circulars**”) has allowed the companies to conduct Annual General Meeting (“**AGM**”) through Video Conferencing (“**VC**”), without the physical presence of the Members at a common venue. In terms of the said Circulars, the 26th AGM of the Company is being held through VC. Hence, Members can attend and participate in the AGM through VC only.

Further, MCA vide its aforesaid Circulars and the Securities and Exchange Board of India (“**SEBI**”) vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter referred to as “**SEBI Circular**”) has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

2. In line with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 are being sent only through electronic mode to those Members whose email addresses are registered in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited (“**Kfintech**”). However, hard copy of Annual Report shall be sent to those shareholders who request for the same. Members may also note that the Notice of the 26th AGM and the Annual Report 2021-22 will also be available on the Company’s website at <https://investor.gmrinfra.com>, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of Kfintech at <https://evoting.kfintech.com>
3. Pursuant to the aforesaid MCA Circulars, Members attending the 26th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. 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 26th AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and SEBI Circular, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 26th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Board of Directors have considered and decided to include item nos. 4 & 5 given above as Special Business in the Notice to the 26th AGM, as they consider it unavoidable in nature.
6. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, relating to Item nos. 4 & 5 and the additional information required to be provided pursuant to Regulation 36 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 re-appointed are annexed hereto.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 20, 2022 to Tuesday, September 27, 2022 (both days inclusive).
8. 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. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the AGM through VC on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting or vote through remote e-voting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutiniser at e-mail ID compliance@sreedharancs.com with a copy marked to evoting@kfintech.com and to the Company at Gil.Cosecy@gmrgroup.in authorising its representative(s) to attend and vote on their behalf pursuant to section 113 of the Act. In case if the authorised representative attends the Meeting, the above-mentioned documents shall be submitted before the commencement of said Meeting.
10. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC and vote.
11. The Company has engaged Kfintech to provide the facility for voting through remote e-voting, for participation in the 26th AGM through VC facility and e-voting during 26th AGM.
12. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s). Any such changes effected by the Depository Participants will automatically reflect in the Company’s records. In respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited (Unit: GMR Infrastructure Limited), Selenium Tower B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032.
13. Pursuant to Regulation 40 of SEBI LODR, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form. Further, transmission or

transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Hence members are advised to dematerialize their shares that are held in physical form.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, Bank Mandate details, etc., to their Depository Participant(s) in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. The said form can be downloaded from the Company's website at <https://investor.gmrinfra.com> and is also available at the website of the RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx#isc>.
15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://investor.gmrinfra.com> and on the website of RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx#isc>.
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 downloaded from the Company's website at <https://investor.gmrinfra.com> and is also available at the website of the RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx#isc>. Members are requested to submit the said form to their Depository Participants in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
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, is not annexed to this Notice.
20. 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 was transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. In addition, all underlying shares in respect of which dividend has remained unclaimed for seven consecutive years or more has been transferred by the Company to demat account of the IEPF Authority.

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 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.
21. Members may join the 26th AGM through VC Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from 2:45 p.m. IST i.e. 15 minutes before the time scheduled to start the 26th AGM and shall not be closed for at least 15 minutes after such scheduled time.
22. 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 26th AGM without any restriction on account of first-come first-served principle.
23. 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 Gil.cosecy@gmrgroup.in

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

24. THE PROCESS AND MANNER FOR REMOTE E-VOTING:

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, as amended, Secretarial Standard-2 on General Meetings and Regulation 44 of the SEBI LODR read with SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide members with facility to exercise their votes by electronic means provided by Kfintech (Service Provider) through the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting or at the AGM.

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

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/ 2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by

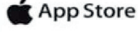
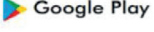


way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts. During the voting period, shareholders / members can login any number of time till they have voted on the resolution(s) for a particular "Event". The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Members already registered for NSDL Internet Based Demat Account Statement (IDeAS) facility: <ol style="list-style-type: none"> i. Visit URL https://eservices.nsd.com. ii. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. iii. A new screen will prompt and you will have to enter your User ID and Password. iv. Post successful authentication, click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. v. Click on company name or e-Voting service provider name i.e. Kfintech and you will be re-directed to Kfintech website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Members who have not registered for IDeAS facility, may follow the below steps: <ol style="list-style-type: none"> i. To register for IDeAS facility visit the URL at https://eservices.nsd.com ii. Click on "Register Online for IDeAS" or for direct registration click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii. On completion of the registration formality, follow the steps provided above. 3. Members may alternatively vote through the e-voting website of NSDL in the following manner; <ol style="list-style-type: none"> i. Visit the following URL: https://www.evoting.nsd.com/ ii. Click on the icon "Login" which is available under 'Shareholder/Member' section. iii. Members to enter User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code shown on the screen. iv. Post successful authentication, you will be redirected to NSDL IDeAS site wherein you can see e-Voting page. v. Click on company name or e-Voting service provider name i.e., Kfintech and you will be redirected to Kfintech website for casting your vote.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<p>1. Members already registered for Easi/ Easiest facility may follow the below steps:</p> <ol style="list-style-type: none"> i. Visit the following URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ii. Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: www.cdslindia.com) iii. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available. iv. Click on Company name or e-voting service provider name i.e. Kfintech to cast your vote. <p>2. Members who have not registered for Easi/Easiest facility, may follow the below steps:</p> <ol style="list-style-type: none"> i. To register for Easi/Easiest facility visit the URL: https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. On completion of the registration formality, follow the steps mentioned above. <p>3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:</p> <ol style="list-style-type: none"> i. Visit the following URL: www.cdslindia.com ii. Enter the demat account number and PAN iii. Enter OTP received on mobile number and email registered with the demat account for authentication. iv. Post successful authentication, the member will receive links for the respective e-voting service provider i.e. Kfintech where the e-voting is in progress.
Individual shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. Members may alternatively log-in using the credentials of the demat account through their Depository Participant(s) registered with NSDL/CDSL for the e-voting facility. 2. On clicking the e-voting icon, members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication. 3. Members may then click on Company name or e-voting service provider name i.e. Kfintech and will be redirected to Kfintech website for casting their vote.

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

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

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

password confidential.

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

Member will receive an e-mail from Kfintech [for Members whose e-mail IDs are registered with the Depository Participant(s)/RTA] which includes details of E-Voting Event Number (“**EVEN**”), User ID and Password. They will have to follow the following process for e-voting:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e., User ID and Password). In case of Demat account, your DP ID-Client ID will be your User ID. In case of physical folio, User ID will be EVEN (e-Voting Event Number) XXXX, followed by folio number. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and Password for casting your vote.
- iii. After entering these details appropriately, click on ‘LOGIN’
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the ‘EVENT’, i.e., **GMR Infrastructure Limited**.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under ‘FOR/AGAINST’ or, alternatively, you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/AGAINST’ taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ‘ABSTAIN’. If you do not indicate either ‘FOR’ or ‘AGAINST’ it will be treated as ‘ABSTAIN’ and the shares held will not be counted under either head.

- viii. Equity shareholders holding multiple demat accounts may choose the voting process separately for each demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on ‘Submit’.
- x. A confirmation box will be displayed. Click ‘OK’ to confirm else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, you can login any number of times till you have voted on the Resolution.
- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) who are authorised to vote, to the Scrutiniser through e-mail ID compliance@sreedharancs.com with a copy marked to evoting@kfintech.com and to the Company at Gil.Cosecy@gmrgroup.in. The file scanned image of the Board Resolution should be in the naming format “Company Name, EVEN No.” In case if the authorized representative casts vote, the above mentioned documents shall be submitted before or at the time of casting the vote.

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

To facilitate Members to receive the Company’s Annual Report and Notice for the Annual General Meeting (including remote e-voting instructions) electronically and cast their vote, the Company has made special arrangements with Kfintech for registration of email addresses of the Members in terms of MCA Circulars. Eligible Members who have not registered their email address and in consequence the e-voting notice could not be serviced, may temporarily get their email address registered with Kfintech, on or before 5:00 p.m. (IST) on September 20, 2022.

The process for registration of email address with Kfintech for receiving the Notice of Meeting and login ID and password for e-voting is as under:

- I. Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
Alternatively, the Members may also visit the website link of the Company, <https://investor.gmrinfra.com/annual-reports> and click on the email registration link given there.

- a) Select the Company name viz. GMR Infrastructure Limited.
 - b) Enter the DP ID & Client ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN details.
 - c) Enter your email address and mobile number.
 - d) The system will then confirm the email address for receiving this Notice.
 - e) System will validate DP ID – Client ID/Folio No. and PAN No., as the case may be, and send OTP at the registered mobile number as well as email address for validation.
 - f) Enter the OTPs received by SMS and email to complete the validation process.
 - g) Upon registration, Member will receive an e-mail from Kfintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
- II. Alternatively, member may send an email request at the email id evoting@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the notice of postal ballot and the e-voting instructions.
- III. Please follow all steps from Note. No. 27(B) above to cast your vote by electronic means.
- D) OTHER INSTRUCTIONS:**
- I. A person, whose name is recorded in the register of equity shareholder maintained by RTA or in the register of beneficial owners maintained by the depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the Meeting.
 - II. Person holding securities in physical mode and Non-individual shareholders holding securities in demat mode who become equity shareholder after dispatch of the Notice of the Meeting but on or before the **Cut-Off Date, i.e., Tuesday, September 20, 2022**, may obtain User ID and Password and any such member who has not received/forgotten the User ID and Password, may obtain/retrieve the same from Kfintech in the manner as mentioned below:
 - a) If the mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, the Member may send SMS:

	MYEPWD<SPACE>	Folio No. or		DP ID-Client ID
				to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.
Example	for	NSDL:		
MYEPWD<SPACE>	IN12345612345678			
Example	for	CDSL:		
MYEPWD<SPACE>	1402345612345678			
Example	for	Physical:		
MYEPWD<SPACE>	XXXX1234567890	(XXXX being EVEN)		
 - b) If email address of the equity shareholder is registered against DP ID-Client ID, then on the home page of <https://evoting.kfintech.com>, the equity shareholder may click 'Forgot Password' and enter DP ID-Client ID and PAN to generate a password.
 - III. Registration of e-mail address permanently with RTA / Depository Participant(s): In case e-mail ID of a Member is not registered with the RTA/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses:
 - a) with the Depository Participant (in case of Shares held in dematerialised form);
 - b) with Kfintech by sending an email request at the email ID evoting@kfintech.com (in case of Shares held in physical form).
 - IV. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com>. For any grievances related to e-voting, please contact Mr. SV Raju Deputy Vice President, KFin Technologies Limited (formerly known as KFin Technologies Private Limited), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramgula, Serilingampally Mandal, Hyderabad-500 032 at evoting@kfintech.com, Toll Free No: 1800-309-4001.
25. The remote e-voting period commences on **Friday, September 23, 2022 at 9.00 a.m. IST and ends on Monday, September 26, 2022 at 5.00 p.m. IST (both days inclusive)**. During this period, the Members of the Company 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 Tuesday, September 20, 2022 will be entitled to cast their votes by remote e-voting.

26. The voting rights of the members shall be in proportion to their shareholding of the paid up equity share capital of the Company as on Cut-Off Date, i.e., Tuesday, September 20, 2022.
27. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.
28. **VOTING AT THE AGM:**
- i. 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 and no separate login is required for the same.
 - ii. Members who have voted through Remote e-voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.
 - iii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM and shall also announce the start of the casting the vote at AGM through the e-Voting platform of our RTA - Kfintech and thereafter the e-Voting at AGM shall commence.
 - iv. Upon the declaration by the Chairman about the commencement of e-voting at AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page.
 - v. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
 - vi. However, this facility shall be operational till all the resolutions are considered and voted upon in the meeting.
 - vii. A Member can opt can opt for only single mode of voting i.e. through remote e-voting or voting at 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 at the AGM shall be treated as invalid.
29. Mr. V. Sreedharan, (Membership No. FCS 2347) or failing him Mr. Pradeep B. Kulkarni (Membership No. FCS 7260) or failing him Ms. Devika Satyanarayana (Membership No. FCS 11323), Partners, M/s. V. Sreedharan and Associates, Practicing Company Secretaries have been appointed as the Scrutinizer for conducting the remote e-voting, and e-voting process (in a fair and transparent manner).
30. The Scrutinizer 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 Scrutinizer'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.
31. The Results on resolutions shall be declared within two working days from the date of 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.
32. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at www.gmrinfra.com and on Kfintech's website at <https://evoting.kfintech.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. The result shall also be displayed on the notice board at the Registered Office of the Company as well at the Corporate Office of the Company.
33. **Instructions for attending the AGM through VC:**
- a) Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com> by using their DP ID / Client ID as applicable as the credentials.
 - b) The facility for joining the AGM shall open 15 minutes before the time scheduled to start the 26th AGM and shall not be closed for at least 15 minutes after such scheduled time.
 - c) Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Microsoft Edge or Mozilla Firefox 22.
 - d) Members will be required to grant access to the web-cam to enable two-way video conferencing.
 - e) 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.
 - f) 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, email ID and mobile number. **The window shall remain active during the remote e-voting period and shall be closed on Monday, September 26, 2022 at 5:00 p.m.**
 - g) 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.kfintech.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 Friday, September 23, 2022 at 9.00 A.M. and shall be closed on Saturday September 24, 2022 at 5.00 P.M.

Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM provided they hold shares as on the Cut-Off Date i.e., Tuesday, September 20, 2022. 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.

- h) 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 and no separate login is required for the same.
- i) Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Limited (formerly known as KFin Technologies Private Limited) at toll free number 1800-309-4001 or write to them at inward.ris@kfintech.com and/or evoting@kfintech.com. Kindly quote your name, DP ID Client ID and e-voting EVEN 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. 4

The Company during the next period of one year anticipates requirement of funds both towards growth opportunities and also towards concluding some of its contingent liabilities and other commitments.

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/ long term funds for the purposes of funding some of these growth opportunities, investments in subsidiary(ies), joint venture(s) and affiliate(s), general corporate requirements, or meeting exigencies as may be approved by the Board of Directors of the Company/ its duly constituted committee ("**Board**").

On the other hand, the Company currently has certain corporate guarantees issued and other commitments in the form of contingent liabilities on its books. With a view to strengthen the financial position and reduce any direct or indirect debt obligations to the maximum extent, during the period of one year, the Company may need to raise additional funds.

In line with the above, the Company proposes to raise funds upto aggregate amounts of ₹ 6,000 crore (Rupees Six Thousand Crore Only), either singly or in any combination of 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**") 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 and/ or issuance of Foreign Currency Convertible Bonds ("**FCCB**") to eligible investors permitted under the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme 1993 ("**FCCB Scheme**") or under any Regulations made under Foreign Exchange Management Act, 1999 ("**FEMA**") or combination thereof, in terms of (a) 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**"); (c) FCCB Scheme as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 as amended and (d) other applicable law including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Foreign Exchange Management Act, 1999 ("**FEMA**") including ECB Guidelines as amended, as may be applicable.

Accordingly, the Board, at its meeting held on September 02, 2022, subject to the approval of the shareholders of the Company, approved the issuance of the Securities/ FCCB on such terms and conditions as may be deemed appropriate by the Board ("**Board**", which term shall include the Management Committee of the Board or any other committee which the Board may hereinafter constitute 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 issuance of the QIP/ FCCB, 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, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities/ FCCB, shall be subject to obtaining 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, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, SEBI ICDR Regulations, FCCB Scheme, shareholders' approval is required for issuance of Securities/ FCCB. Therefore, consent of the shareholders is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act, 2013 and other applicable laws.

The Securities offered, issued, and allotted by the Company pursuant

to the QIP in terms of the resolution and shares arising out of conversion of Securities and FCCB 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, FCCB Scheme and any other applicable law. The resolution enables the Board of the Directors of the Company in accordance with applicable law, 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 decides to open the QIP (or in case of allotment of eligible convertible securities, the relevant date may be either the date of the meeting in which the Board decides to open the issue or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as may be decided by the Board), 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 relevant date for purpose of FCCB will be determined in accordance with the FCCB Scheme or as may be permitted under the applicable laws.

The resolution proposed is an enabling resolution and the exact amount, exact price, proportion and timing of the issue of the Securities/ FCCB in one or more tranches and the remaining detailed terms and conditions for the QIP/ FCCB will be decided by the Board, in accordance with the SEBI ICDR Regulations, FCCB Scheme or other applicable laws in consultation with book running lead manager(s) and/ or other advisor(s) appointed 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/ FCCB 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 the discretion

and adequate flexibility to determine the terms of the QIP/ FCCB, including but not limited to the identification of the proposed investors in the QIP/ FCCB and quantum of Securities and/or FCCB or combination thereof 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 Companies Act; the FCCB Scheme, the FEMA and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the ECB guidelines, 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 laws.

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 members is being sought to enable the Board, to decide on the issuance of Securities/ FCCB, to the extent and in the manner stated in the special resolution, as set out in Item no. 4 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 their shareholding, if any, in the Company, in the resolution set out at Item No. 4 of the notice.

The proposed QIP/FCCB is in the interest of the Company and the Board of Directors recommend the resolution set out at Item no.4 of the notice for the approval of the shareholders as a Special Resolution.

Item No. 5

The Registered Office of the Company is presently situated in the State of Maharashtra. However, in order to have an effective administrative control on pan India basis, the administrative / corporate office of the Group has been established at New Delhi.

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

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

Currently, GMR Airports Limited, a subsidiary of the Company and the company that holds investments in the individual airport assets is having its registered office in the Delhi NCR region. Delhi International Airport Limited, the major airport asset of the Group is also having its registered office in the Delhi NCR region. The senior management of the Company and the major airport subsidiaries are currently operating out of the Delhi NCR region.

To exercise better administrative control and consolidate the operations and management functions in a seamless manner, the Board of Directors of the Company at its meeting held on September 02, 2022 have recommended to shift the Registered Office of the Company from the State of Maharashtra to the State of Haryana and consequent amendment in Memorandum of Association, subject to the approval of the members and other requisite statutory / regulatory approvals as may be required.

The proposed shifting of Registered Office will facilitate the Company to function more effectively and efficiently and will also result in

operational convenience.

The shifting of the Registered Office to the state of Haryana would in no way be detrimental or prejudicial to the interest of any member of the public, shareholders, employees, creditors, or other stakeholders of the Company in any manner whatsoever.

In terms of the provisions of the Companies Act, 2013, shifting of Registered Office from one state to another state and consequent amendment in Memorandum of Association requires the approval of the shareholders by way of Special Resolution. Accordingly, the Board of Directors of your Company recommend the resolution set out at Item no.5 of the notice for the approval of the shareholders as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 5 of the notice.

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

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

Place: New Delhi
Date : September 02, 2022

Registered Office:

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

ANNEXURE

Details of Directors seeking reappointment at the 26th Annual General Meeting to be held on Tuesday, September 27, 2022 (Pursuant to Regulations 36(3) of the SEBI (LODR) Regulations, 2015)

Name of the Director	Mr. B.V.N Rao	Mr. Madhva Terdal
Director Identification Number (DIN)	00051167	05343139
Age	68 years	68 years
Qualification	Graduate in Electrical Engineering.	Masters' degree in Arts (Economics), Diploma in Bank Management from Indian Institute of Bankers.
Brief resume of the Director and other details viz. qualifications, experience/ expertise	Mr. B V N Rao, a Group Director, has been associated with the Group since 1989 and is one of the first Directors of the Company. During his tenure with Andhra Bank, before joining the Group, he gained extensive experience in the Banking Sector with specific focus in Industrial Finance. He was also on the Board of Vysya Bank for eight years. He has held various senior responsibilities in the GMR Group. Currently as a Business Chairman, he heads Transportation & Urban Infrastructure covering Transportation, SEZ & the EPC business. Under his leadership, the Group is developing two Dedicated Freight Corridor Corporation (DFCC) Projects. These projects are of national importance intended to ensure speedy and efficient transportation of cargo.	Mr. Madhva Terdal is currently, a Non-Executive and Non-Independent Director of the Company. He has been associated with the Company for more than 20 years. He has more than 35 years of work experience including stint in Canara Bank, Vysya Bank Limited. He has specialized experience in the fields of corporate finance, banking and investment banking. He was the Whole Time Director of the Company (designated as Executive Director- Strategic Initiatives) for a tenure of three years from August 08, 2019 to August 07, 2022. Prior to being the Executive Director, he has served as "Group Chief Financial Officer" (GCFO) of GMR Group and has led various transactions of more than USD 6 Billion worth including the maiden IPO of the Company, FCCB worth of USD 300 Million "60 years Bond" from Kuwait Investment Authority and 3 QIP's totalling 1.6 Billion (including the largest QIP of USD 1 Billion).
Date of first appointment on the Board	Appointed as one of the first directors since incorporation.	August 08, 2019
Shareholding in the Company	1,82,142	10,000
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)	Mr. B.V.N Rao doesn't have any inter-se relationship with other Directors and KMP of the Company.	Mr. Madhva Terdal doesn't have any inter-se relationship with other Directors and KMP of the Company.
Number of Board Meetings attended during the year 2021-22	Seven (7)	Seven (7)
Name of Listed entities from which the Director has resigned in the past three years.	Nil	Nil

(a) Names of other entities in which **Mr. B.V.N Rao** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)	Membership/Chairmanship of Committees of the Board
1.	GMR Power and Urban Infra Limited	Nomination and Remuneration Committee (Member) Management Committee (Member)
2.	GMR Varalakshmi Foundation	Nil
3.	GMR Highways Limited	Nomination and Remuneration Committee (Member) Management Committee (Member)
4.	TIM Delhi Airport Advertising Private Limited	Nil
5.	GMR Krishnagiri SEZ Limited	Nil
6.	GMR Enterprises Private Limited	Audit Committee (Member) Nomination and Remuneration Committee: (Member) Corporate Social Responsibility Committee (Member) IT Strategy Committee(Member) Management Committee (Member) Stakeholders' Relationship Committee (Chairman)
7.	Parampara Family Business Institute	Nil

(b) Names of entities in which **Mr. Madhva Terald** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)	Membership/Chairmanship of Committees of the Board
1.	GMR Power and Urban Infra Limited	Nil
2.	GMR Highways Limited	Nil
3.	GMR Aviation Private Limited	Nil
4.	GMR Aerostructure Services Limited	Nil
5.	GMR Energy Limited	Shareholders Transfer & Grievance Committee(Member) Corporate Social Responsibility Committee (Member) IPO Committee (Member) Management Committee (Member) Securities Allotment Committee (Member) Nomination & Remuneration Committee (Member)