

September 1, 2018

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited,
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051

Dear Sir/ Madam,

- Sub: 1) Notice of the 22nd Annual General Meeting of GMR Infrastructure Limited to be held on September 21, 2018**
- 2) Intimation under regulation 29(1) (d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) ('SEBI LODR')**

With reference to captioned subject no. 1, please find enclosed herewith copy of advertisement published in the newspapers in compliance of Regulation 47 of the SEBI LODR.

Further, with reference to the captioned subject no. 2, we wish to inform that at the 22nd Annual General Meeting of the Company to be held on Friday, September 21, 2018, approval of the shareholders is being sought *inter-alia*, for the following:

- a) Raising of funds, up to Rs.2,500 Crore in one or more tranche(s), through issue of equity shares or equity linked instruments, debentures or any other securities as an enabling resolution as per the requirements of applicable laws.
- b) Raising of funds, up to Rs.402 Crore in one or more tranche(s), through issue of optionally convertible debentures (OCDs) under Section 62 (3) of the Companies Act, 2013.

This is for your information and records.

Thanking You,

For GMR Infrastructure Limited



T. Venkat Ramana
Company Secretary & Compliance Officer

Encl: as stated above



GMR Infrastructure Limited

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Bandra Kurla Complex, Bandra (East), Mumbai - 400051. P: +91 22 42028000, F: +91 22 40028004

E: GILCoSecy@gmrgroup.in W: www.gmrgroup.in

CIN: L45203MH1996PLC28T138

NOTICE

Notice is hereby given that the 22nd Annual General Meeting ('AGM') of members of GMR Infrastructure Limited ('Company') will be held on Friday, September 21, 2018 at 3.00 p.m. IST at Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai - 400050, Maharashtra to transact the business detailed in the Notice of AGM.

The Company has completed the dispatch of the Annual Report containing Notice of AGM together with the Explanatory Statement, pursuant to section 102 of the Companies Act, 2013. The physical copies of the said Annual Report have been sent to all other members at their registered address in permitted mode by August 27, 2018 and the Electronic copies of the Notice of AGM and Annual Report for 2018 have been sent to all the members whose email IDs are registered with the Company / Depository Participant(s) on August 29, 2018. The same is also available on the website of the Company at www.gmrgroup.in and the notice of AGM along with Explanatory statement is also available on the website of Karvy Computershare Private Limited at <https://evoting.karvy.com>.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), members are provided with facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of AGM ('remote e-voting') provided by Karvy Computershare Private Limited ('RTA') and the businesses may be transacted through such voting. The remote e-voting period commences from 9.00 a.m. IST on September 18, 2018 and ends at 5.00 p.m. IST on September 20, 2018 (both days inclusive). Members of the Company holding shares either in physical form or demat form, as on the cut-off date i.e., September 14, 2018, may cast their vote through remote e-voting or through the e-voting facility at the said AGM. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The remote e-voting module shall be disabled for voting beyond 5.00 p.m. IST on September 20, 2018. The voting rights of members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on September 14, 2018. Any person, who is a member of the Company as on the cut-off date, is eligible to cast vote on all the resolutions set forth in the Notice of AGM using remote e-voting or voting at the AGM.

The e-voting facility shall also be made available at the AGM and the members who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may attend the AGM, but shall not be entitled to cast their vote again. A person who has acquired shares and becomes member of the Company after the dispatch of Notice of AGM and holds shares as on cut-off date, may obtain the login ID and password by sending a request at evoting@karvy.com.

Notice is further given that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI LODR, the Register of Members and Share Transfer books of the Company will remain closed from Friday, September 14, 2018 to Friday, September 21, 2018 (both days inclusive) during which no transfer of shares will be registered. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting as well as voting at the AGM. For detailed instructions pertaining to remote e-voting, members may please refer to the Notice of the AGM. In case of queries or grievances pertaining to e-voting, members are requested to contact Mr. S.V. Raju, DGM, Karvy Computershare Private Limited at Phone : +91 40 6716 1500, Email : elward.ris@karvy.com.

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. Proxies, in order to be effective, must be received by the Company at its registered office not less than 48 hours before the time fixed for commencement of the meeting.

To support the green initiative, members who have not registered their e-mail address so far, are requested to register their e-mail address, in respect of electronic holdings with the depository through their concerned Depository Participant. Members who hold shares in physical form are requested to register their e-mail address by filling the form available in the website of the Company (www.gmrgroup.in) and send to Karvy Computershare Private Limited (RTA), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032.

For GMR Infrastructure Limited

Sd/-

Place: New Delhi
Date: 30.08.2018

T. Venkat Ramana
Company Secretary & Compliance Officer

GMR GROUP - GIL / 135 / PREM ASSOCIATES

