

GAR AERO

GMR AIRPORTS INFRASTRUCTURE LIMITED

(Formerly GMR Infrastructure Limited)

(CIN: L45203HR1996PLC113564)

Regd. Office: Unit No. 12, 18th Floor, Tower A,

Building No. 5, DLF Cyber City, DLF Phase- III

Gurugram- 122002, Haryana.

Ph: +91 124 6637750

Web: www.gmrinfra.com E-mail: Gil.Cosecy@gmrgroup.in

NOTICE

NOTICE is hereby given that the 28th (Twenty Eighth) Annual General Meeting of the members of GMR Airports Infrastructure Limited (formerly GMR Infrastructure Limited) will be held on Monday, September 16, 2024, at 3:00 P.M. IST through Video Conferencing ("VC") to transact the following businesses:

Ordinary Business:

- To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon**

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

"RESOLVED THAT the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon be and are hereby adopted."

- To appoint a Director in place of Mr. G. M. Rao (DIN: 00574243), who retires by rotation and being eligible, offers himself for re- appointment**

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 152 and other applicable provisions of the Companies Act, 2013, Mr. G.M. Rao (DIN: 00574243), who retires by rotation, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- To re-appoint M/s Walker Chandiook & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration**

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 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors, M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm registration no. 001076N/ N500013) be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a further term of 5 (five) consecutive years, from the conclusion of this 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting (to be held in calendar year 2029), on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any committee of the Board authorized in this regard) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

Special Business:

- Re-appointment of Mr. Grandhi Kiran Kumar (DIN: 00061669) as Managing Director of the Company designated as "Managing Director & CEO"**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and subject to such other statutory / regulatory approvals, if required, including that of the Central Government, permissions and sanctions, as may be required, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for the re-appointment of Mr. Grandhi Kiran Kumar (DIN: 00061669) as Managing Director of the Company and designated as "Managing Director & CEO", for a further period of 3 (three) years with effect from July 28, 2024 to July 27, 2027, liable to retire by rotation, on the following remuneration and other terms and conditions of his employment as detailed below:

Particulars	Amount
Fixed Remuneration	₹ 5 Crores p.a. with annual increment of 10% YoY.
Performance Linked Incentive Pay ("PLIP"), in terms of the Key Performance Indicators (KPI) as approved by the Board	₹ 2.15 Crores. p.a. with annual increment of 10% YoY.
Total Remuneration	₹ 7.15 Crores p.a. with annual increment of 10% YoY.

RESOLVED FURTHER THAT within the maximum Fixed Remuneration for each year, the Managing Director & CEO shall be entitled to Salary, Allowances and Perquisites, as may be mutually agreed between the Company and Mr. Grandhi Kiran Kumar, including a Rent Free Accommodation and the valuation of all perquisites shall be as per the provisions of the Income Tax Act, 1961.

RESOLVED FURTHER THAT

- a) In addition to the above, Mr. Grandhi Kiran Kumar will also be entitled for following, which shall not be included in his Total Remuneration stated above:
 - (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
 - (ii) Gratuity payable should not exceed half month's salary for each completed year of service; and
 - (iii) Encashment of leave as per Company's Rules, at the end of tenure.
- b) In addition to the above said Total Remuneration, Mr. Grandhi Kiran Kumar shall be provided the below in relation to the business requirement:
 - (i) Car
 - (ii) Telephones, internet etc.
 - (iii) Security services
 - (iv) Club Membership- membership of one club in India
- c) Any other allowances, benefits, perquisites admissible to the senior officers of the Company from time to

time as per the HR Policy of the Group in addition to the above remuneration.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where, in any financial year during the tenure of Mr. Grandhi Kiran Kumar as Managing Director & CEO of the Company, the Company has no profits or has inadequate profits, Mr. Grandhi Kiran Kumar shall be entitled to receive the Total Remuneration, as salary, perquisites and allowances, as set out above, as minimum remuneration, subject to other requisite approvals/ restrictions, if any.

RESOLVED FURTHER THAT the aforesaid remuneration be paid to Mr. Grandhi Kiran Kumar shall be in addition to the remuneration drawn by him from any other Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment as it may deem fit and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the above resolution."

5. Appointment of Mr. Indana Prabhakara Rao (DIN: 03482239), as Director of the Company

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, 152, 160 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Indana Prabhakara Rao (DIN: 03482239), who was appointed as an Additional Director in the category of Whole Time Director by the Board of Directors with effect from August 13, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Act, up to the date of the 28th Annual General Meeting and in respect of whom, the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation, w.e.f. August 13, 2024."

6. Appointment of Mr. Indana Prabhakara Rao (DIN: 03482239), as Whole Time Director of the Company designated as "Deputy Managing Director"

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V of the Companies

Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other statutory / regulatory approvals, permissions and sanctions, if required and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Indana Prabhakara Rao (DIN: 03482239), as a Whole Time Director of the Company designated as "Deputy Managing Director", liable to retire by rotation, for a period of 3 (three) years with effect from August 13, 2024, at an annual fixed remuneration of ₹ 1.48 crores, Performance Linked Incentive Plan ("PLIP") and Annual Increments as per the HR Policy of the Group ("Total Remuneration").

RESOLVED FURTHER THAT within the maximum Fixed Remuneration for each year, the Whole Time Director shall be entitled to Salary, Allowances and Perquisites, as may be mutually agreed between the Company and Mr. Indana Prabhakara Rao and the valuation of all perquisites shall be as per the provisions of the Income Tax Act, 1961.

RESOLVED FURTHER THAT in addition to the Total Remuneration stated above, Mr. Indana Prabhakara Rao, will also be entitled for any other allowances, benefits, perquisites admissible to the senior officers of the Company from time to time as per the HR Policy of the Group.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any financial year during the tenure of Mr. Indana Prabhakara Rao as Whole Time Director, the Company has no profits or has inadequate profits, Mr. Indana Prabhakara Rao, shall be entitled to receive the Total Remuneration, as salary, perquisites and allowances, as set out above, as minimum remuneration subject to other requisite approvals, restrictions, if any.

RESOLVED FURTHER THAT the aforesaid remuneration be paid to Mr. Indana Prabhakara Rao shall be in addition to remuneration drawn by him from any other Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to alter and vary the terms and conditions of the said appointment as it may deem fit and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the above resolutions."

7. Appointment of Mr. Alexis Benjamin Riols (DIN: 10497928) as Director of the Company

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 149, 152, 160 and any other applicable provisions of

the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Alexis Benjamin Riols (DIN: 10497928), who was appointed as an Additional Director in the category of Executive Director by the Board of Directors with effect from August 13, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Act, up to the date of the 28th Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation, w.e.f. August 13, 2024."

8. Appointment of Mr. Alexis Benjamin Riols (DIN: 10497928) as an Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other statutory / regulatory approvals, if required, including that of the Central Government, permissions and sanctions, as may be required, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Alexis Benjamin Riols (DIN: 10497928), as an Executive Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from August 13, 2024, at an annual Fixed Remuneration of ₹ 2.65 Crores, Variable Performance Pay ("VPP") and Annual Increments as per the HR Policy of the Group ("Total Remuneration").

RESOLVED FURTHER THAT within the maximum Fixed Remuneration for each year, the Executive Director shall be entitled to Salary, Allowances and Perquisites, as may be mutually agreed between the Company and Mr. Alexis Benjamin Riols, the valuation of all perquisites shall be as per the provisions of the Income Tax Act, 1961.

RESOLVED FURTHER THAT in addition to the above remuneration, Mr. Alexis Benjamin Riols shall also be eligible for any other allowances, benefits, perquisites admissible to the senior officers of the Company from time to time as per the HR Policy of the Group.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any financial year during the tenure of Mr. Alexis Benjamin Riols as the Executive Director of the Company, the Company has no profits or has inadequate profits, Mr. Alexis Benjamin Riols shall be entitled to receive the Total Remuneration, as salary, perquisites and allowances, as set out above, as minimum remuneration, subject to the approval of the Members through special resolution and/ or other requisite approvals, restrictions, if any.

RESOLVED FURTHER THAT the aforesaid remuneration be paid to Mr. Alexis Benjamin Riols shall be in addition to remuneration drawn by him from any other Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to alter and vary the terms and conditions of the said appointment as it may deem fit and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the above resolutions.”

9. Appointment of Mr. Philippe Pascal (DIN: 08903236) as a Non-Executive Non-Independent Director of the Company

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 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Philippe Pascal (DIN: 08903236), who was appointed as an Additional Director in the category of Non-Executive Non-Independent Director by the Board of Directors with effect from August 01, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Act, up to the date of the 28th Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, w.e.f. August 01, 2024.”

10. Appointment of Mr. Augustin de Romanet de Beaune (DIN: 08883005) as a Non-Executive Non-Independent Director of the Company

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 149, 152, 160 and any other applicable provisions of

the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Augustin de Romanet de Beaune (DIN: 08883005), who was appointed as an Additional Director in the category of Non-Executive Non-Independent Director by the Board of Directors with effect from August 13, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Act, up to the date of the 28th Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, w.e.f. August 13, 2024.”

11. Re-appointment of Dr. Emandi Sankara Rao (DIN: 05184747) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Emandi Sankara Rao (DIN: 05184747), Independent Director of the Company and who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from September 09, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Act, up to the date of the 28th Annual General Meeting and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as a Director of the Company in the category of an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. September 09, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.”

12. Re-appointment of Dr. Mundayat Ramachandran (DIN: 01573258) as an Independent Director and continuation of Directorship with the Company, post attaining the age of 75 years

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Mundayat Ramachandran (DIN: 01573258), Independent Director of the Company and who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from September 09, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Act, up to the date of the 28th Annual General Meeting and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1) (b) of the SEBI LODR and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as a Director of the Company in the category of an Independent Director, not liable to retire by rotation, for second term of 5 (five) consecutive years w.e.f. September 09, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI LODR (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Act and the applicable Rules framed thereunder, the approval of Members of the Company be and is hereby accorded for Dr. Mundayat Ramachandran (DIN: 01573258) to continue as a Non-Executive Independent Director of the Company for a second term, upon attaining the age of 75 (seventy five) years on June 14, 2025, on the same terms and conditions.”

13. Re-appointment of Mr. Sadhu Ram Bansal (DIN: 06471984) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152,160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the

“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sadhu Ram Bansal (DIN: 06471984), Independent Director of the Company and who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from September 09, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Act, up to the date of the 28th Annual General Meeting and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as a Director of the Company in the category of an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. September 09, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.”

14. Re-appointment of Mr. Amarthaluru Subba Rao (DIN: 00082313) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152,160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amarthaluru Subba Rao (DIN: 00082313), Independent Director of the Company and who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from September 09, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Act, up to the date of the 28th Annual General Meeting and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as a Director of

the Company in the category of an Independent Director, not liable to retire by rotation, for second term of 5 (five) consecutive years w.e.f. September 09, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.”

15. Re-appointment of Ms. Bijal Tushar Ajinkya (DIN: 01976832) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152,160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Bijal Tushar Ajinkya (DIN: 01976832), Independent Director of the Company and who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from September 09, 2024 and who holds the said office pursuant to the provisions of Section 161 of Act, up to the date of the 28th Annual General Meeting and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1) (b) of the SEBI LODR and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as a Director of the Company in the category of an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. September 09, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.”

16. Re-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 a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152,160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Lilaram Narang (DIN: 08734030), Independent Director of the Company who holds office up to the conclusion of the 28th Annual General Meeting and who being eligible

for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. the conclusion of the 28th Annual General Meeting of the Company or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.”

17. Appointment of Mr. Alexandre Guillaume Roger Ziegler (DIN: 09382849) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Alexandre Guillaume Roger Ziegler (DIN: 09382849), who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from August 01, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Act, up to the date of the 28th Annual General Meeting and who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. August 01, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.”

18. Appointment of Mr. Anil Chaudhry (DIN: 03213517) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152,160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the

"Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Chaudhry (DIN: 03213517), who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from August 13, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of the 28th Annual General Meeting and who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. August 13, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier."

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

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

"RESOLVED THAT pursuant to Section 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") 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 LODR") 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 including ECB Guidelines 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 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 Members 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) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board, 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 (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of fully paid-up 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 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 issue of Securities through a QIP and/or FCCB, either singly or in any combination thereof 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 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 Members 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, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, 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 as may be deemed appropriate by the Board in its absolute discretion and permitted under applicable laws and regulations, and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s) / book running lead manager(s) appointed or to be appointed by the Company so as to enable the Company to list its Securities on any stock exchange in India or overseas jurisdictions.

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 Members of the Company or such other time as may be allowed under the Companies Act, 2013 and 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;
- 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;
- xi. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking,

sale of division, reclassification of equity shares into other securities, issue of shares issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

- xii. In the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to QIBs under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/ or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations; and
- xiii. The credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized.

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 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 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, 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 LODR, 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 Members 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 intend that the Members 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 representative(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."

20. Alteration of Object Clause and Adoption of New Set of the Memorandum of Association of the Company

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

"RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, Clause III.A. of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by:

- A) adding the following new sub-clause (1)(a) to (1)(f) before the existing sub-clause (1)(a) in Clause III.A:
 - (a) *To renovate, expand and manage Airport(s) and all airport related businesses including aeronautical, non-aeronautical, commercial, airport city development, etc., including all assets and infrastructure, such as runways, taxiways, aprons, terminals for passengers and provide cargo amenities, ancillary buildings to provide the aeronautical facilities and services, including but not limited to, flight operation assistance and crew support systems, movement and parking of aircraft and control facilities, hangarage of aircraft, flight information display screens, rescue and fire- fighting services and non-aeronautical services, including but not limited to, aircraft.*
 - (b) *cleaning services, airline lounges, cargo handling, cargo terminals, ground handling services and other general aviation services, FBO Services to provide other essential services like toilets, trolleys, passenger baggage handling, drinking water, etc.; and aero- bridges, control systems, flight kitchens, shopping areas, fire stations, parking, fuel hydrants, fuel infrastructure, link taxiways for domestic and international flights etc.*
 - (c) *Subject to applicable laws, to promote, operate, maintain, develop, design, construct, upgrade, modernize, manage, finance, renovate, expand and/or alter all facilities, including airport related businesses viz. aeronautical, non-aeronautical,*

commercial, airport city development, SEZ etc. Workshops for maintenance of aircraft including aircraft MRO, hotels, restaurants, flight kitchens, retiring rooms, airport lounges, tourist resort rooms, transport package, taxi services, parking including Multi level Car Park on and off Airport, golf-courses, convention and exhibition facilities, commercial complexes, retail stores, duty free shops, food and beverages outlets, advertising, entertainment facilities, foreign exchange facilities, Porter Service, Baggage Wrapping, ATM services, information technology parks, auditorium, theatre, logistics including Multi modal, Third Party Logistics, Trucking, Express, redistribution centres, aircraft maintenance centers, aviation training academics and school, booking counters and warehouses, railway links (light rail, mono-rails, maglev), mass rapid transit systems, air-linkages and road linkages, either individually or jointly with any third party, including any companies, bodies corporate, Government of India, any State Government, statutory authority or organization or financial institutions/ funds, multilateral agencies.

- (d) To promote, operate, maintain, develop, design, construct, upgrade, modernize, finance, manage, renovate, expand and/or alter any airport in India or abroad and also airport related businesses including aeronautical, non-aeronautical, commercial, airport city development, aviation training academies and schools etc. and to provide infrastructure facilities for domestic and international flights, such as runways, terminals for passengers, cargo and passenger amenities and all other related, allied and ancillary facilities, including commercial and non-aero activities, either alone or as a joint venture with a third party (such third party may be a private entity, any statutory authority, Government of India, any State Government or any organization or financial institutions/ funds, multilateral agencies).
- (e) To develop and provide consultancy services in airports construction and/or management services and to undertake operations and maintenance related to airport ground aids and facilities connected therewith including consultancy services on all airport related activities not limited to aero, non-aero, commercial, property development and other activities.
- (f) To carry on the business of providing and supply of Information Technology Solutions and

business of Information Technology enabled services, providing outsourcing services for all processes, sub Processes, transactions, activities and all other works performed by business in various industries within India and across the world including those process or sub processes that are enabled by information technology including but not limited to training centre, shared service centre, web support back office, loyalty services, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, procurement, customer relationship management, supply chain management, enterprises resources planning and to develop software, provide consultancy, software solutions and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers.

- B) The existing sub-clause 1(a) to 1(h) stand re-numbered as sub-clause 1(g) to 1(n).
- C) The following to be added before each sub-clause (1) to (4) in Clause III.A:

"To carry on either by itself or through Associate or Subsidiary (s) companies:"
- D) Substituting the following sub-clause (4)(a) with the existing sub-clause (4)(a) in Clause III.A:

(a) To undertake and carry on the business of providing financial assistance by way of subscription to or investing in the equity shares, preference shares, debentures, Bonds including providing of long term and short term loans, lease-finance, subscription to fully convertible bonds non-convertible bonds, partially convertible bonds, optional convertible bonds etc., giving guarantees or any other financial assistance as may be conducive for development, construction, operation, maintenance etc., of infrastructure projects in India or abroad in the fields of airports, all airport related activities including aeronautical, non-aeronautical, commercial, airport city development, etc., aviation, roads, highway, power generation and for power distribution or any other form of power, telecommunication services, bridge(s), airport(s), ports, rail system(s), water supply, irrigation, sanitation and sewerage system(s), Special Economic Zones or other Export Promotion Parks, Software Technology Parks, Electronic Hardware Parks, Bio -Technology Parks and any

other industrial parks or any other public facility of similar nature that may be notified in future as infrastructure facility of similar nature.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the rules made thereunder and in accordance with Table A of Schedule I of the said Act, and subject to such other requisite approvals, if any, from the appropriate authorities, the consent, approval and authority of the members of the Company be and is hereby accorded to substitute the existing Memorandum of Association ("MoA") of the Company with a new set of MoA as per the provisions of the Act.

RESOLVED FURTHER THAT in accordance with Table A of Schedule I of the Act, the heading of Clause III. A. and III. B. of the existing MoA be amended and read as under:

Clause III. A. - "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:"

Clause III. B. - "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III. A. ARE:"

RESOLVED FURTHER THAT Clause III. C: "THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE" of the existing MoA be deleted entirely.

RESOLVED FURTHER THAT the word "Companies Act, 1956" be substituted with the word "Companies Act, 2013" wherever appears in the existing MoA of the Company.

RESOLVED FURTHER THAT in accordance with Table A of Schedule I of the Act, Clause IV. of the existing MoA be amended and read as under:

"IV. THE LIABILITY OF THE MEMBERS OF THE COMPANY IS LIMITED AND THIS LIABILITY IS LIMITED TO THE AMOUNT UNPAID, IF ANY, ON THE SHARES HELD BY THEM"

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such actions and steps for the purpose of making all such filings as may be required in relation to the aforesaid adoption of Memorandum of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution."

By order of the Board of Directors
For **GMR Airports Infrastructure Limited**
(Formerly GMR Infrastructure Limited)

Sd/-

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

Place: New Delhi
Date: August 13, 2024

NOTES:

1. 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, and subsequent circulars issued in this regard, the latest being, General Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as “MCA Circulars”) has allowed the Companies to conduct the 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 28th 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/CMD1/CIR/P/2020/79 dated May 12, 2020, and subsequent circulars issued in this regard, the latest being, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 (hereinafter referred to as “SEBI Circulars”) prescribing the procedures and manner of conducting the AGM through VC/ Other Audio Visual Means (OAVM) and 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. The Deemed Venue for the AGM shall be the Registered Office of the Company.
3. In line with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 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 specifically request for the same. Members may also note that the Notice of the 28th AGM and the Annual Report 2023-24 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>.
4. Pursuant to the aforesaid MCA Circulars, Members attending the 28th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 28th AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and SEBI Circulars, the facility of appointment of proxies by

Members under Section 105 of the Act will not be available for the 28th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

6. The Board of Directors have considered and decided to include item nos. 4 to 20 given above as Special Businesses in the Notice to the 28th AGM, as they consider them unavoidable in nature.
7. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, relating to Item no. 4 to 20 and the additional information required to be provided relating to item no. 3 to 18 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 Meetings (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.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 06, 2024 to Monday, September 16, 2024 (both days inclusive).
9. 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.
10. 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 Scrutinizer at e-mail ID compliance@sreedharancs.com with a copy marked to RTA at email ID 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.
11. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC and vote.
12. The Company has engaged KFintech for providing the facility for voting through remote e-voting, for participation in the 28th AGM through VC facility and e-voting thereof.
13. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with their respective 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 RTA, KFin Technologies Limited (Unit: GMR Airports

Infrastructure Limited), Selenium Tower B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad , Rangareddi, Telangana, India-500032.

14. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI LODR and has mandated that all requests for effecting transfer of securities including transmission and transposition shall not be processed unless the securities are held in the dematerialised form. Hence members are advised to dematerialize their shares that are held in physical form.
15. 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 documents. 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>.
16. 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>.
17. 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 form i.e., Form No. SH 13, 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.
18. As per Rule 3 of the 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.

19. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA 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.
20. Since the AGM will be held through VC Facility, the Route Map being not relevant is not annexed to this Notice.
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 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 have 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 by 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.
22. Members may join the 28th 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 28th AGM and shall not be closed for at least 15 minutes after the conclusion of the 28th AGM.
23. 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 28th AGM without any restriction on account of first-come first-served principle.
24. 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.
25. 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 28th AGM.

26. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website <https://investor.gmrinfra.com/smart-odr>.

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

27. 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 (E-Voting Service Provider) through the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting or e-voting during 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 Entities”, 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 numbers and email Ids 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 times 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	<p>Members already registered for NSDL Internet Based Demat Account Statement (IDeAS) facility:</p> <ul 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 redirected to KFinTech website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>2. Members who have not registered for IDeAS facility, may follow the below steps:</p> <ul 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.

Type of shareholders	Login Method
	<p>3. Members may alternatively vote through the e-voting website of NSDL in the following manner:</p> <ol style="list-style-type: none"> i. Visit the following URL: https://www.evoting.nsdl.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 held 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. <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; align-items: center;"> <div style="margin-right: 20px;">  </div> <div>  </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="margin-right: 40px;">  </div> <div>  </div> </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 at 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 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. On clicking the e-voting icon, members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication. 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 who have forgotten their 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
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 200 5533.

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 the 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:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- Enter the login credentials (i.e., User ID and Password). In case of Demat account, your Sixteen Digit 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.
- After entering these details appropriately, click on 'LOGIN'.
- You will now reach to 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 you forget your password. 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.

- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the 'EVENT', i.e., **GMR Airports Infrastructure Limited (formerly GMR Infrastructure Limited)**.
- 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.
- Equity shareholders holding multiple demat accounts may choose the voting process separately for each demat account.
- 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 on e-mail ID compliance@sreedharancs.com with a copy marked to RTA at email ID evoting@kfintech.com and to the Company at Gil.Cosecy@gmrgroup.in. The scanned copy 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 Participant(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 06, 2024.

- I. 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 AGM and the E-Voting Instructions.
- II. 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 shareholders 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 during 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., Friday, September 06, 2024 may obtain User ID and Password and any such member who has not received or has 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 DPID-ClientID 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. G. Ramdas, Senior Manager, KFin Technologies Limited (formerly known as KFin Technologies Private Limited), Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramgula, Hyderabad-500 032 at evoting@kfintech.com, Toll Free No: 1800-309-4001.

- 28. The remote e-voting period commences on **Thursday, September 12, 2024 at 9.00 a.m. IST and ends on Sunday, September 15, 2024 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 Friday,

- September 06, 2024 will be entitled to cast their votes by remote e-voting.
29. 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., Friday, September 06, 2024.
 30. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.
 31. **VOTING DURING 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 he will announce the start time of casting the vote during AGM through the e-Voting platform of our RTA - KFintech and thereafter the e-Voting during AGM shall commence.
 - iv. Upon 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 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.
 32. Mr. V. Sreedharan (Membership No. FCS 2347) or failing him Mr. Pradeep B. Kulkarni (Membership No. FCS 7260), Partners of M/s. V. Sreedharan and Associates, Company Secretaries have been appointed as the Scrutinizer for conducting the remote e-voting, and e-voting process in a fair and transparent manner.
 33. 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.
 34. 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.
 35. 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.
 36. **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 be open 15 minutes before the time scheduled to start the AGM and shall not be closed for at least 15 minutes after the conclusion of the AGM.
 - c) Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Microsoft Edge or Mozilla Firefox.
 - d) Members will be required to grant access to the webcam 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 Sunday, September 15, 2024 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 e-AGM' 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 12, 2024 at 9.00 A.M. and shall be closed on Friday, September 13, 2024 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., Friday, September 06, 2024. 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 KFinTech at their 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.

EXPLANATION WITH REGARD TO THE COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT BETWEEN GMR AIRPORTS LIMITED (GAL), GMR INFRA DEVELOPERS LIMITED (GIDL) AND THE COMPANY

- 37. Composite Scheme of Amalgamation and Arrangement between GMR Airports Limited (GAL), GMR Infra Developers Limited (GIDL) and the Company (Scheme of Merger / Merger) was approved by the Hon'ble NCLT, Chandigarh Bench and the same became effective on July 25, 2024, with an appointed date of April 01, 2023. Considering the fact that the Composite Scheme has become effective with an appointed date April 01, 2023, the Company has drawn up the financial statements for the financial year ended March 31, 2024, giving due impact and effect to the Scheme of Merger. Hence, these post-merger financial statements as approved by the Board (duly recommended by the Audit Committee), are placed before the shareholders of the Company.
- 38. In terms of clause 14.2.2 of the Scheme of Merger, with effect from the Effective Date i.e July 25, 2024, the name of the Transferee Company shall stand altered to 'GMR Airports Limited', and the memorandum of association and the articles of association of the Transferee Company shall, without any further act, instrument or deed, stand amended to reflect such alteration of the name of the Transferee Company. However, to give effect to above provision, the Company is required to make an application with the Ministry of Corporate Affairs for its approval. The Company has already initiated this process of name change and the name of the Company shall stand changed to "GMR Airports Limited" from the date of approval of the Ministry of Corporate Affairs.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE “ACT”) AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LODR”) AND CIRCULARS ISSUED THEREUNDER

Item No. 3

This Explanatory Statement is in terms of Regulation 36(5) of the SEBI LODR, though statutorily not required in terms of Section 102 of the Act.

The Members at the 23rd Annual General Meeting (‘AGM’) of the Company held on September 16, 2019, had approved appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company to hold office from the conclusion of the 23rd AGM till the conclusion of the 28th AGM of the Company to be held in the year 2024.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence and specialization in the Audit of large Corporates, and considering the performance of the Auditors in their first term of 5 years on parameters such as availability of adequate audit team with understanding of the Company and its subsidiaries’ business, time spent by the audit partners in supervising the team and interacting with the management on key audit issues, use of adequate technology, conduct of audit with professional integrity and objectivity etc., the Board of Directors of the Company (‘Board’), based on the recommendation of the Audit Committee, proposed the re-appointment of M/s Walker Chandiook & Co LLP, as the Statutory Auditors of the Company, for a further term of 5 (five) consecutive years from the conclusion of 28th AGM till the conclusion of 33rd AGM of the Company to be held in the calendar year 2029, at a remuneration as determined by the Board.

M/s Walker Chandiook & Co LLP have consented to their re-appointment as the Statutory Auditors and have confirmed that the re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be re-appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder

Disclosures under Regulation 36(5) of the SEBI LODR, for the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants, are as under:

Proposed fees payable to the statutory auditor(s) along with terms of appointment	<p>Proposed fee of up to ₹ 2 Crore p.a.*</p> <p>*The said proposed fee does not include the fee payable to the Auditors for the services availed other than the statutory audit, whether in terms of Section 144 of the Act or otherwise, as may be approved by the Audit Committee/ Board.</p> <p>The Board of Directors and the Audit Committee shall approve the revision in the remuneration of the statutory auditors, if any, for any time during their tenure as statutory auditors of the Company, based on the performance review and any additional scope of work on account of changes in regulations or management processes, business acquisitions, internal restructurings or other considerations.</p> <p>Re-appointment of M/s Walker Chandiook & Co. LLP, Chartered Accountants, is being proposed for a further term of 5 years commencing from the conclusion of the 28th AGM till the conclusion of the 33rd AGM of the Company to be held in the calendar year 2029.”</p>
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable, as it is proposed to re-appoint the existing Statutory Auditor.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	The first term of 5 years of M/s Walker Chandiook & Co. LLP would be completed at the ensuing AGM. Considering the fact that in terms of Section 139 of the Act, M/s Walker Chandiook & Co. LLP are eligible for re-appointment as Statutory Auditors for a further term of 5(five) years and considering the performance of the Auditors in their first term of 5 years, it is proposed to re-appoint M/s. Walker Chandiook & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company for a further term of 5 (five) years, w.e.f. the conclusion of the 28 th AGM till the conclusion of the 33 rd AGM of the Company to be held in the calendar year 2029.

The Board on the basis of auditor performance evaluation undertaken by the Audit Committee has recommended the re-appointment of M/s Walker Chandio & Co LLP, as the statutory auditor of the Company. The evaluation parameters include:

Availability of adequate audit team with understanding of the Company and its subsidiaries' business, time spent by the audit partners in supervising the team and interacting with the management on key audit issues, use of adequate technology, conduct of audit with professional integrity and objectivity etc.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 3. The Board recommends passing of the resolution set out in Item No. 3 as an Ordinary Resolution.

Item No. 4

Mr. Grandhi Kiran Kumar (DIN: 00061669) was originally appointed as the Managing Director of the Company by the members of the Company at the 17th Annual General Meeting held on September 17, 2013 for a period of 5 (five) years, with effect from July 28, 2013. He was re-appointed as Managing Director by the members of the Company at the 21st Annual General Meeting held on September 29, 2017 for a further period of 3 (three) years effective from July 28, 2018 to July 27, 2021. He was designated as Managing Director and CEO with effect from November 14, 2017 and was further re-appointed as the Managing Director and CEO of the Company at the 25th Annual General Meeting held on September 09, 2021 for a further period of 3 (three) years.

The current proposal is to re-appoint Mr. Grandhi Kiran Kumar as Managing Director of the Company designated as "Managing Director & CEO" for a period of 3 (three) years effective from July 28, 2024, liable to retire by rotation.

Mr. Grandhi Kiran Kumar is a Promoter Director of the Company and has been on the Company's Board of Directors since 1999. He has successfully spearheaded the setting up of the Greenfield Hyderabad Airport and the development and modernization of the Delhi Airport, two major public-private partnership project. Subsequently, he led Group's Highways, Construction, SEZs and allied businesses (excluding airports SEZ) and sports divisions. Currently, he is Corporate Chairman of GMR Group and is overseeing Group's finance and Corporate Strategic Planning functions in addition to leading the Group's sports business.

Few of his major contributions/ milestones achieved during the last three years are listed below:

- Successfully completed the demerger of non-airport businesses of the Company into a separate listed entity and there by ensured separate growth paths for both the businesses.
- Strategic decisions like churning of the Company's investments in subsidiaries/ associates, fund raising initiatives, negotiating and settling various claims and obligations of the Company by following the due legal process.
- Strengthening of the Airport platform through a Merger of GMR Airports Limited into the Company and thereby

bringing the operating airport companies closer to the listed company, besides simplifying the corporate structure.

- Strategic directions towards all major business proposals, investment and strategic business partnerships.

For the proposed term of next 3 (three) years too, Mr. Grandhi Kiran Kumar is expected to supervise and guide most of activities, like bidding for new projects, fund raising for various subsidiary companies towards refinancing or other business requirements, strategic initiatives of business consolidation as may be required.

In addition, it may be noted that upon the effectiveness of the Scheme of Merger, all the airport adjacent businesses of GAL have become the businesses of the Company and therefore, ensuring the smooth operations of such businesses, besides the responsibility of furthering such airport adjacent businesses is also one of the significant role and responsibility of Mr. Grandhi Kiran Kumar during the proposed term of office.

Based on the recommendation of the Nomination and Remuneration Committee and in view of the significant contributions and break-through achievements of Mr. Grandhi Kiran Kumar in a very challenging environment, the Board of Directors of the Company in its meeting held on May 29, 2024, have approved the re-appointment of Mr. Grandhi Kiran Kumar as Managing Director of the Company effective July 28, 2024, subject to the approval of the Members of the Company and necessary regulatory approvals / compliances.

Pursuant to Sections 196, 197, 198, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment of Mr. Grandhi Kiran Kumar requires approval of the Members by way of a Special Resolution.

Further, in terms of Regulation 17(6)(e) of SEBI LODR, Mr. Grandhi Kiran Kumar, being part of Promoter Group, approval of Members is being sought way of a Special Resolution.

Given the above roles and responsibilities, including the additional responsibilities due on account of the merger of GAL with the Company, the Board of Directors on the recommendation of Nomination and Remuneration Committee has approved, the terms and conditions of the appointment and remuneration payable to Mr. Grandhi Kiran Kumar and the same is provided in the resolution referred in Item No. 4 of the Notice.

Mr. Grandhi Kiran Kumar was also re-appointed as the "Joint Managing Director and CEO" of GMR Airports Limited, the subsidiary of the Company, from June 01, 2024 for a period of

one year or up to the date of effectiveness of the merger. Since from the effectiveness of the Scheme i.e. effective July 25, 2024, GAL got amalgamated with the Company and dissolved without winding up, hence, his office of Joint Managing Director at GAL ceases to exist. The last drawn remuneration for him from GAL was as under:

Particulars	Amount (₹)
Remuneration (to be paid notwithstanding the profits)	5.66 Crore p.a. (10% increase p.a. w.e.f. April 01, 2025)

The remuneration proposed for Mr. Grandhi Kiran Kumar for the current term of July 28, 2024 to July 27, 2027 has been verified externally by a globally reputed independent HR agency, AON. AON has analysed the compensation earned by Promoter and Professional Directors in all large promoter driven companies and leading conglomerates in India. The benchmarking was done against the compensation levels at apex executive positions in publicly listed companies with market cap in the range of ₹ 25,000 Cr to ₹ 100,000 Cr.

Basis the benchmarking, it was highlighted by AON that the existing remuneration paid to Mr. Grandhi Kiran Kumar is less than the Market benchmark. Hence, the proposed remuneration as detailed in Item No. 4 above, is treated as market correction to bring the remuneration in line with the market average and accordingly, is found to be just and reasonable.

AON in its benchmark report has emphasized that the current remuneration being paid to Mr. Grandhi Kiran Kumar from the Company is lower than the 10th percentile of the market remuneration and it was reasonable to bring the remuneration levels at least between the market median and the 66th percentile. Accordingly, the proposed remuneration is a correction to the existing remuneration which is lesser than the 10th percentile of the market remuneration.

Further, the industry benchmarking considers the recommended remuneration on an individual entity basis and takes cognizance that managerial personnel across industry may draw remuneration from more than one entity.

The terms as set out in the Resolution may be treated as a written memorandum setting out the terms & conditions of re-appointment pursuant to Section 190 of the Act.

Mr. Grandhi Kiran Kumar is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent for the re-appointment.

Further, pursuant to Part I of Schedule V of the Act, an Executive Director shall be a resident of India. Considering the current residential status of Mr. Grandhi Kiran Kumar, the Company has made the required application with the Central Government for its approval.

Statement containing required information pursuant to Section II of Schedule V of Act is as under:

I. General information:

(1) Nature of industry:	1. Airport related and allied airport activities including Non-Aero Concessions, such as Duty Free, Car Park, Cargo Facilities, Retail etc., city side real estate development including EPC works. 2. Investment Activity and corporate support to various infrastructure SPVs.
(2) Date or expected date of commencement of commercial production:	The Company received its certificate of commencement of business on May 23, 1996.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable
4) Financial performance based on given indicators	For Financial year 2023-24 (₹ In Crore) a. Revenue from operations: 822.17 b. Profit/ (Loss) before tax (537.31) c. Profit / (Loss) after tax : (541.87)
(5) Foreign investments or collaborations, if any.	Aeroport de Paris S.A. (ADP), a foreign company owned by the government of France is one of the Company's promoters and hold 29.86% equity in the Company. Besides the above, 25.45% of the shareholding of the Company under the public category is held by foreign intuitional investors.

II. Information about the appointee:

(1) Background details	Mr. Grandhi Kiran Kumar, aged 48 years, holds a bachelor's degree in commerce. He has been on the Company's Board since 1999. He had successfully spearheaded the setting up of the Greenfield Hyderabad Airport and the development and modernisation of the Delhi Airport, two major public-private partnership project. Subsequently he led Group's Highways, Construction, SEZs and allied businesses (excluding airports SEZ) and sports divisions. Currently he is Corporate Chairman of GMR Group and is overseeing Group's finance and Corporate Strategic Planning Department functions in addition to leading the Group's sports business.
(2) Past remuneration	₹ 2,82,37,887/- (Rupees Two Crore Eighty Two Lakhs Thirty Seven Thousand Eight Hundred and Eighty Seven only) for FY 2023-24.
(3) Recognition or awards	<p>Besides what has been stated at (II)(1) above, the following may also be noted:</p> <p>Mr. Grandhi Kiran Kumar over the years has been instrumental in driving the group strategy and other corporate initiatives some of which are listed below:</p> <ul style="list-style-type: none"> • Successfully completed the demerger of non-airport businesses of the Company into a separate listed entity and there by ensured separate growth paths for both the businesses. • Strategic decisions like churning of the Company's investments in associates, fund raising initiatives, negotiating and settling various claims and obligations of the Company by following the due legal process. • Strengthening of the Airport platform through a Merger of GMR Airports Limited into the Company and thereby bringing the operating airport companies closer to the listed company, besides simplifying the corporate structure. • Strategic directions towards all major business proposals, investment and strategic business partnerships.
(4) Job profile and his suitability	He is the Managing Director & CEO of the Company and devotes substantial time and attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. Given his key achievements in last three years and the tasks for the next three years detailed herein above, it is suitable to re-appoint him for a further period of three years.
(5) Remuneration proposed	The remuneration proposed is detailed in the resolution given under Item No. 4.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.</p> <p>The proposed remuneration has also been verified externally by a globally reputed independent HR agency (AON) AON in its benchmark report has emphasize that the current remuneration being paid to Mr. Grandhi Kiran Kumar from the Company is lower than the 10th percentile of the market remuneration and it was just a reasonable to bring the remuneration levels at least between the market median and the 66th percentile. Accordingly, the proposed remuneration is a correction to the existing remuneration which is lesser than the 10th percentile of the market remuneration and the proposed remuneration (Fixed as well as PLIP) is found to be well within the Benchmark remuneration made therein for Managing Director positions.\</p>
7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	<p>There is no pecuniary relationship with the Company except that he holds the position of Managing Director of the Company.</p> <p>Further:</p> <ol style="list-style-type: none"> a. He is included under the 'Promoter and Promoter Group' of the Company. b. He holds 8,73,160 equity shares (including the shares held as Karta of HUF & Trustee) of the Company as on March 31, 2024. c. Mr. Grandhi Kiran Kumar is son of Mr. G.M. Rao, Chairman, brother of Mr. G.B.S. Raju, Vice Chairman and brother in law of Mr. Srinivas Bommidala.

III. Other information:

(1) Reasons of loss or inadequate profits :	<ul style="list-style-type: none"> Being the Infrastructure holding company, with investments in long gestation projects, the returns from its investments are yet to materialize. Overall Impact of Covid-19 pandemic on the businesses of the Company and its subsidiaries, still exists.
2) Steps taken or proposed to be taken for improvement:	<p>Following steps are taken by the Company for improvement: -</p> <ul style="list-style-type: none"> The Company is now engaged in various airport adjacency businesses and will also be exploring new opportunities, which is expected to generate substantial revenues. The Company is continuing to work towards the 'Asset Light Asset Right' strategy adopted; The Company is making continued endeavors to reduce debt/ reduce cost of borrowing. Cost rationalization and optimization of expenditure to achieve the stated goals of the business. The Company continues above action plan and takes appropriate measures to sweat existing operating assets. Scout for business opportunities which are in sync with the business strategy of the Group.
(3) Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year.

Save and except Mr. Grandhi Kiran Kumar (himself), Mr. G.M. Rao (his father), Mr. G.B.S. Raju (his brother) and Mr. Srinivas Bommidala (Brother in Law), to the extent of their shareholding interest, if any, in the Company, none of the other 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 Board of Directors of the Company recommends the resolution set out at item no. 4 of the notice for approval of the Members as a Special Resolution.

Item No. 5 & 6

The Board of Directors at its meeting held on August 13, 2024, on the recommendation of the Nomination and Remuneration Committee of the Board and in terms of the Articles of Association of the Company, approved and recommended to the Members, appointment of Mr. Indana Prabhakara Rao (DIN: 03482239), as an Additional Director in the category of Whole Time Director and designated as "Deputy Managing Director", for a term of 3 (three) years with effect from August 13, 2024, liable to retire by rotation.

The Company has received declaration from Mr. Indana Prabhakara Rao (DIN: 03482239) that he is not disqualified from being appointed as Director in terms of Section 164 of the Act 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. Indana Prabhakara Rao confirming that he meets the criteria as provided in Part I of Schedule V of the Act.

The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing the name of Mr. Indana Prabhakara Rao as Director of the Company.

In the opinion of the Board, Mr. Indana Prabhakara Rao fulfils the conditions specified in the Act, and rules made thereunder and SEBI LODR, for his appointment as Director of the Company.

Mr. Indana Prabhakara Rao was born on July 15, 1959 and carries professional experience of over 40 years of experience in various businesses. He holds first class master's degree in industrial engineering from Andhra University.

He started his career with Durgapur Steel Plant in 1984. He was associated with Usha Fans (Hyderabad Engineering Industries Ltd.), Lakshmi Automatic Loom Works (Textile Industry), Ceramic Floor and Wall Tiles Manufacturing unit of Regency Ceramics. During his stint at Regency Ceramic, his potential was proven by his ability to run the plant at 100% capacity of 25,000 tones of ceramic floor and wall tiles production by conceptualizing and executing one of the most efficient assembly lines. Apart from this he also worked on a chemical project with Prudhvi Industries.

He joined GMR Group in 1995 and worked on various projects like the 200 MW Diesel engine power plant at Chennai, the 399.5 MW combined cycle power project for GMR Group at Vemagiri.

In the year 2006, he joined the Airports business for Modernization of Delhi International Airport. He led Delhi International Airport as a Chief Executive Officer from 2011-2018, was an Executive Director on the Board of GMR Airports Limited. Presently, he is a Deputy Managing Director in GMR Group looking after construction and expansion of various Airports and Heads Various Corporate Functions like P&C, Corporate BE, IT Steering Committee.

Based on the recommendation of the Nomination and Remuneration Committee and in view of his longstanding professional experience, and his expertise in the airport business and his break-through achievements in his previous roles, , the Board of Directors of the

Company in its meeting held on August 13, 2024, has approved the appointment of Mr. Indana Prabhakara Rao as Whole Time Director of the Company designated as "Deputy Managing Director" effective August 13, 2024, subject to the approval of the Members of the Company and necessary regulatory approvals / compliances.

Pursuant to Sections 196, 197, 198, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Indana Prabhakara Rao requires approval of the Members by way of a special resolution.

The terms and conditions of the appointment and remuneration payable to Mr. Indana Prabhakara Rao are provided in the resolution referred in Item No. 5 & 6 of the Notice and the same may be treated as a written memorandum setting out the terms & conditions of appointment pursuant to Section 190 of the Act.

Mr. Indana Prabhakara Rao is also an Executive Director of Delhi International Airport Limited ("DIAL"), the subsidiary of the Company, since April 2018 and was re-appointed as an Executive Director effective April 01, 2024 for a period of 3 (three) years at fixed remuneration of ₹3,02,85,390/- and Performance Linked Incentive Plan ("PLIP") and Annual Increments as per the HR Policy of the Group. As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Indana Prabhakara Rao are annexed herewith to the Notice.

Statement containing required information pursuant to Section II of Schedule V of the Act is as under:

I. General information:

(1) Nature of industry :	1. Airport related and allied airport activities including Non-Aero Concessions, such as Duty Free, Car Park, Cargo Facilities, Retail etc., city side real estate development including EPC works. 2. Investment Activity and corporate support to various infrastructure SPVs
(2) Date or expected date of commencement of commercial production:	The Company received its certificate of commencement of business on May 23, 1996.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable
4) Financial performance based on given indicators	For Financial year 2023-24 (₹ In Crore) a. Revenue from operations: 822.17 b. Profit/ (Loss) before tax (537.31) c. Profit / (Loss) after tax : (541.87)
(5) Foreign investments or collaborations, if any.	Aeroport de Paris S.A. (ADP), a foreign company owned by the government of France is one of the Company's promoters and hold 29.86% equity in the Company. Besides the above, 25.45% of the shareholding of the Company under the public category is held by foreign intuitional investors.

II. Information about the appointee:

(1) Background details	<p>Mr. Indana Prabhakara Rao was born on July 15, 1959, is an experienced professional with 40 years of experience in various businesses. He holds first class master’s degree in industrial engineering from Andhra University.</p> <p>He started his career with Durgapur Steel Plant in 1984. He was associated with Usha Fans (Hyderabad Engineering Industries Ltd.), Lakshmi Automatic Loom Works (Textile Industry), Ceramic Floor and Wall Tiles Manufacturing unit of Regency Ceramics. During his stint at Regency Ceramic, his potential was proven by his ability to run the plant at 100% capacity of 25,000 tones of ceramic floor and wall tiles production by conceptualizing and executing one of the most efficient assembly lines. Apart from this he also worked on a chemical project with Prudhvi Industries.</p> <p>He joined GMR Group in 1995 and was instrumental in setting-up the world largest 200 MW Diesel engine power plant at Chennai from conceptual stage to its successful operations. He also took-up the challenge of developing and commissioning 399.5 MW combined cycle power project for GMR Group at Vemagiri, Andhra Pradesh.</p> <p>In the year 2006, he entered the world of Aviation - Modernization of Delhi International Airport into a world class airport. Not only did he build Asia’s longest runway, compatible for landing wide bodied aircrafts, but also took up the challenge to construct Terminal 3 in 37 months, which was made operational in July 2010. He led Delhi International Airport as a Chief Executive Officer from 2011-2018, as an Executive Director and Board Member- GMR Airports from 2018-2019 and presently, he is a Deputy Managing Director in GMR Group looking after construction and expansion of various Airports and Heads Various Corporate Functions like P&C, Corporate BE, IT Steering Committee.</p>
(2) Past remuneration	NIL
(3) Recognition or awards	<p>Mr. Indana Prabhakara Rao led Delhi International Airport as a Chief Executive Officer from 2011-2018, and was an Executive Director on the Board of GMR Airports Limited.</p> <p>Presently, Mr. Indana Prabhakara Rao manages and oversees the construction/ expansion of various Airport projects like Delhi International Airport, Hyderabad International Airport, Goa International Airport, the greenfield Visakhapatnam International Airport etc. He also heads various corporate functions like P&C, Corporate Business Excellence, IT Steering Committee etc.</p>
(4) Job profile and his suitability	<p>Mr. Indana Prabhakara Rao will be responsible for managing and overseeing the construction and expansion of various Airport projects like Delhi International Airport, Hyderabad International Airport, Goa International Airport, the greenfield Visakhapatnam International Airport. He will be heading various corporate functions like P&C, Corporate Business Excellence, IT Steering Committee etc.</p> <p>Given his key positions in last three years in the airport sector and the tasks for the next three years detailed herein above, and in order to support the Managing Director and CEO in discharge of his administrative functions and to represent the Company in case of non-availability of the Managing Director, it is suitable to appoint him as a Whole Time Director of the Company designated as “Deputy Managing Director”.</p>
(5) Remuneration proposed	The remuneration proposed is detailed in the resolution given under Item No. 5 & 6.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility to be shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses. The proposed remuneration is also in line with remuneration structure for other similar positions within the GMR Group.
7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	There is no pecuniary relationship with the Company, other than his proposed appointment.

III. Other information:

(1) Reasons of loss or inadequate profits:	<ul style="list-style-type: none"> • Being the Infrastructure holding company, with investments in long gestation projects, the returns from its investments are yet to materialize. • Overall Impact of Covid-19 pandemic on the businesses of the Company and its subsidiaries, still exists.
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2) Steps taken or proposed to be taken for improvement:	<p>Following steps taken by the Company for improvement: -</p> <ul style="list-style-type: none"> • The Company is now engaged in various airport adjacency businesses and will also be exploring new opportunities, which is expected to generate substantial revenues. • The Company is continuing to work towards the 'Asset Light Asset Right' strategy adopted; • The Company is making continued endeavors to reduce debt/ reduce cost of borrowing. • Cost rationalization and optimization of expenditure to achieve the stated goals of the business. • The Company continues above action plan and takes appropriate measures to sweat existing operating assets. • Scout for business opportunities which are in sync with the business strategy of the Group. • Following steps taken by the Company for improvement: - • The Company is now engaged in various airport adjacency businesses and will also be exploring new opportunities, which is expected to generate substantial revenues. • The Company is continuing to work towards the 'Asset Light Asset Right' strategy adopted; • The Company is making continued endeavors to reduce debt/ reduce cost of borrowing. • Cost rationalization and optimization of expenditure to achieve the stated goals of the business. • The Company continues above action plan and takes appropriate measures to sweat existing operating assets. • Scout for business opportunities which are in sync with the business strategy of the Group.
(3) Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year.

Except Mr. Indana Prabhakara Rao, 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. 5 & 6 of the Notice.

The Board recommends passing of the resolution set out in Item No. 5 of the notice as an Ordinary Resolution and Item No.6 of the notice as a Special Resolution.

Item No. 7 & 8

The Board of Directors at its meeting held on August 13, 2024, on the recommendation of the Nomination and Remuneration Committee of the Board and in terms of the Articles of Association of the Company, approved and recommended to the Members, appointment of Mr. Alexis Benjamin Riols (DIN: 10497928), as an Additional Director in the category of Executive Director, for a term of 3 (three) years, effective from August 13, 2024 and liable to retire by rotation.

The Company has received declaration from Mr. Alexis Benjamin Riols (DIN: 10497928) that he is not disqualified from being appointed as Director in terms of Section 164 of the Act 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. Alexis Benjamin Riols confirming that he meets the criteria as provided in Part I of Schedule V of the Act, except the fact that he is not a person resident in India.

The Company has received a notice in writing under Section 160(1) of the Act from Member proposing the name of Mr. Alexis Benjamin Riols as Director of the Company.

In the opinion of the Board, Mr. Alexis Benjamin Riols fulfils the conditions specified in the Act, and rules made thereunder and SEBI LODR, for his appointment as Director of the Company and his appointment as Executive Director is subject to approval of the Central Government.

Mr. Alexis Benjamin Riols was born on November 08, 1986, graduated from Ecole Normale Supérieure (ENS), Université Paris 1 Panthéon-Sorbonne, and Ecole Supérieure des Sciences Commerciales d'Angers (ESSCA). He began his career in 2010 with Egis, a French group active in infrastructure concessions and engineering. Mr. Alexis held several positions in overseas airport concessions, including Operational Leader of the Egis Airport network.

Pursuant to Sections 196, 197, 198 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Alexis Benjamin Riols requires approval of the members by way of special resolution.

The terms and conditions of the appointment and remuneration payable to Mr. Alexis Benjamin Riols are provided in the resolution referred in Item No. 7 & 8 of the Notice and the same may be treated as a written memorandum setting out the terms & conditions of appointment pursuant to Section 190 of the Act.

Considering his residential status, the appointment of Mr. Alexis Riols would require approval of the Central Government.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Alexis Benjamin Riols are annexed herewith to the notice.

Statement containing required information pursuant to Section II of Schedule V of Act is as under:

I. General information:

(1) Nature of industry :	1. Airport related and allied airport activities including Non-Aero Concessions, such as Duty Free, Car Park, Cargo Facilities, Retail etc., city side real estate development including EPC works. 2. Investment Activity and corporate support to various infrastructure SPVs
(2) Date or expected date of commencement of commercial production:	The Company received its certificate of commencement of business on May 23, 1996.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable
4) Financial performance based on given indicators	For Financial year 2023-24 (₹ In Crore) a. Revenue from operations: 822.17 b. Profit/ (Loss) before tax (537.31) c. Profit / (Loss) after tax : (541.87)
(5) Foreign investments or collaborations, if any.	Aéroport de Paris S.A. (ADP), a foreign company owned by the government of France is one of the Company's promoters hold 29.86% equity in the Company. Besides the above, 25.45% of the shareholding of the Company under the public category is held by foreign intuitional investors.

II. Information about the appointee:

(1) Background details	Mr. Alexis Benjamin Riols was born on November 08, 1986, graduated from Ecole Normale Supérieure (ENS), Université Paris 1 Panthéon-Sorbonne, and Ecole Supérieure des Sciences Commerciales d'Angers (ESSCA). He began his career in 2010 with Egis, a French group active in infrastructure concessions and engineering. Alexis held several positions in overseas airport concessions, including Operational Leader of the Egis Airport network.
(2) Past remuneration	NIL
(3) Recognition or awards	Alexis held several positions in overseas airport concessions, including Operational Leader of the Egis Airport network. He joined Group ADP in 2019, as Development Project Director on tenders and M&A opportunities and on the Group's international strategy. Alexis was a Director representing ADP on the Board of Directors of ATOL concession (Mauritius) and Zagreb Airport concession (Croatia) until 2022.
(4) Job profile and his suitability	The rich and varied experience of Mr. Alexis Riols in the operations and maintenance of global airports will be very beneficial to the Company and accordingly his appointment as an Executive Director of the Company will be just and suitable.
(5) Remuneration proposed	The remuneration proposed is detailed in the resolution given under Item No. 8

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses. The proposed remuneration is also in line with remuneration structure for other similar positions within the GMR Group.
7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	There is no pecuniary relationship with the Company, other than the proposed appointment as Executive Director of the Company.
III. Other information:	
(1) Reasons of loss or inadequate profits:	<ul style="list-style-type: none"> • Being the Infrastructure holding company, with investments in long gestation projects, the returns from its investments are yet to materialize. • Overall Impact of Covid-19 pandemic on the businesses of the Company and its subsidiaries, still exists.
2) Steps taken or proposed to be taken for improvement:	<p>Following steps taken by the Company for improvement: -</p> <ul style="list-style-type: none"> • The Company is now engaged in various airport adjacency businesses and will also be exploring new opportunities, which is expected to generate substantial revenues. • The Company is continuing to work towards the 'Asset Light Asset Right' strategy adopted; • The Company is making continued endeavors to reduce debt/ reduce cost of borrowing. • Cost rationalization and optimization of expenditure to achieve the stated goals of the business. • The Company continues above action plan and takes appropriate measures to sweat existing operating assets. • Scout for business opportunities which are in sync with the business strategy of the Group.
(3) Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year.

Except Mr. Alexis Benjamin Riols, 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. 7 & 8 of the notice.

The Board recommends passing of the resolution set out in Item No.7 of the notice as an Ordinary Resolution and Item No. 8 of the notice as a Special Resolution.

Item No. 9

The Board of Directors at its meeting held on August 01, 2024 had appointed Mr. Philippe Pascal (DIN: 08903236) as an Additional Director w.e.f August 01, 2024 in the category of Non-Executive Non-Independent Director of the Company. In terms of the provisions of Section 161 of the Act, he will hold the Office till the ensuing Annual General Meeting. The Board on the recommendation of the Nomination and Remuneration Committee has recommended to the Members, appointment of Mr. Philippe Pascal (DIN: 08903236) as a Non-Executive Non-Independent Director liable to retire by rotation, effective from August 01, 2024.

The Company has received declaration from Mr. Philippe Pascal that he is not disqualified from being appointed as a Director in terms of Section 164 and other applicable provisions of the Act and has given his consent for the appointment.

The Company has also received notice in writing under Section 160(1) of the Act from a Member proposing the name of Mr. Philippe Pascal as Director of the Company.

Mr. Philippe Pascal is currently the Executive Director - Finance, Strategy and Administration of Aéroports de Paris S.A.

Mr. Philippe Pascal was born on November 27, 1971 and he obtained a master's in public law and is alumnus of the Ecole Nationale des Impôts.

He began his career in the Directorate of Tax Legislation in which he held several positions between 1998 and 2007 in real estate taxation, agricultural tax and the taxation of persons. In 2007, he joined the Office of the Minister of State in charge of the budget, public accounts and public service and was appointed Inspecteur des Finances in April 2008. From 2008 to 2013, he took part in, then headed several missions in audit, evaluation and consulting within the Inspection Générale des Finances (the Finance Ministry audit division). He joined Groupe ADP in February 2013 as Director of financial operations and shareholdings, then as Director of Finance and Strategy, and then, since November 2015 as Director of Finance, Control and Strategy. Since May 26 2016, Philippe Pascal has been appointed as Executive Director of Finance, Strategy and Administration.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Philippe Pascal are annexed herewith to the notice.

Except Mr. Philippe Pascal, 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. 9 of the notice.

The Board recommends passing of the resolution set out in Item No. 9 of the notice as an Ordinary Resolution.

Item No. 10

The Board of Directors at its meeting held on August 13, 2024 had appointed Mr. Augustin de Romanet de Beaune (DIN: 08883005) as an Additional Director w.e.f August 13, 2024 in the category of Non-Executive Non-Independent Director of the

Company. In terms of the provisions of Section 161 of the Act, he will hold the Office till the ensuing Annual General Meeting. The Board on recommendation of the Nomination and Remuneration Committee has recommended to the Members, appointment of Mr. Augustin de Romanet de Beaune (DIN: 08883005) as a Non-Executive Non-Independent Director, liable to retire by rotation, effective from August 13, 2024.

The Company has received declaration from Mr. Augustin de Romanet de Beaune that he is not disqualified from being appointed as a Director in terms of Section 164 and other applicable provisions of the Act and has given his consent for the appointment.

The Company has also received notice in writing under Section 160(1) of the Act from a Member proposing the name of Mr. Augustin de Romanet de Beaune as Director of the Company.

Mr. Augustin de Romanet, born on April 02, 1961, is a graduate of the Institut d'Études Politiques in Paris and of the École Nationale de l'Administration. Mr. Augustin de Romanet was appointed Chairman and CEO of Aéroports de Paris by decree dated 29 November 2012. Previously Chief Executive Officer of Caisse des dépôts et consignations between March 2007 and March 2012, Mr. Augustin de Romanet also chaired the Strategic Investment Fund between 2009 and 2012. Prior to this, he was Deputy Chief Financial Officer of Crédit Agricole SA and a member of the Executive Committee. From June 2005 to October 2006, he was Deputy Secretary General to the Presidency of the Republic and held senior positions in various ministries. From 2002 to 2005, he was Private Secretary to the Minister Delegate in charge of the budget, Alain Lambert; Deputy Private Secretary to the Minister of Economy, Finance and Industry, Francis Mer; Private Secretary to the Minister of Employment, Labour and Social Cohesion, Jean-Louis Borloo, and Deputy Private Secretary to the Prime Minister, Jean-Pierre Raffarin. With regard to his current mandates within Groupe ADP, Mr. Augustin de Romanet is Chairman and Director of Extime Média (SAS, joint-venture with JC Decaux), member of the Management Board of Extime Travel Essentials Paris (SAS, joint-venture with Lagardère Travel Retail) and member of the Board of Extime Duty Free Paris (SAS, a joint-venture with Lagardère Duty Free) and member of the Board of Directors of GMR Airports Limited (GAL: a joint-stock company incorporated under Indian law). He is also Chairman of the in 19e ADP Corporate Foundation and a member of the Alliance for Education - United Way association. Augustin de Romanet is also member of the Board of Directors of the Paris Île-de-France Economic Capital Association, the Endowment Fund for the Attractiveness of Greater Paris and of the non-profit Airports Council International (ACI). Mr. Augustin de Romanet is also member of the Supervisory Board of Le Cercle des Economistes SAS, founding member and director of the Endowment Fund named "Institut pour l'Innovation Économique et Sociale" (ZIES), Chairman of the Board of Directors of the Paris EUROPLACE non-profit and member of the Board of Directors of the management company Qualium Investissement. He is a director and Vice-Chairman of the Board of Directors of the listed European company SCOR and Chairman of the Sustainable Development Committee and a member of the Strategy, Audit, Risk and Crisis Management Committees. Since the start of the

2023 school year, he has been Chairman of the Board of Directors of the Cercle Turgot nonprofit. Mr. Augustin de Romanet is a Knight of the Legion of Honour, and has been awarded the French National Defence Medal.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Augustin de Romanet de Beaune are annexed herewith to the notice.

Except Mr. Augustin de Romanet de Beaune, 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. 10 of the notice.

The Board recommends passing of the resolution set out in Item No. 10 of the notice as an Ordinary Resolution.

Item No. 11

The Members at the 25th Annual General Meeting ('AGM') of the Company held on September 09, 2021, had approved appointment of Dr. Emandi Sankara Rao (DIN: 05184747), as the Independent Director of the Company from the conclusion of the 25th Annual General Meeting for a term of 3 (three) years or up to the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.

The Board of Directors at its meeting held on August 13, 2024, on the recommendation of the Nomination and Remuneration Committee of the Board and in terms of the Articles of Association of the Company, approved and recommended to the Members, re-appointment of Dr. Emandi Sankara Rao (DIN: 05184747), who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from September 09, 2024, as an Independent Director of the Company, not liable to retire by rotation for second term of 5 (five) consecutive years w.e.f. September 09, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.

Pursuant to Section 149, 150 and other applicable provisions of the Act and rules made thereunder read with Schedule IV of the Act and SEBI LODR, the re-appointment of Dr. Emandi Sankara Rao requires approval of the Members by way of a Special Resolution.

The Company has received declaration from Dr. Emandi Sankara Rao that he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act and other applicable provisions of the Act and has given his consent for the re-appointment. Further, the Company has also received a declaration from Dr. Emandi Sankara Rao confirming that he continues to meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR.

The Company has received a notice in writing under Section 160(1) of the Act from Member proposing the name of Dr. Emandi Sankara Rao as Director of the Company.

In the opinion of the Board, Dr. Emandi Sankara Rao fulfils the conditions specified in the Act, and rules made thereunder and SEBI LODR, for his re-appointment as an Independent Director of the Company and he is independent of the management.

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

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

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Dr. Emandi Sankara Rao, taking into account the performance evaluation of his first term and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director, for the second term of 5 years.

In view of his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to re-appoint him as an Independent Director for the second term of 5 (five) years with effect from September 09, 2024.

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://investor.gmrinfra.com/pdf/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20directors%20-GIL.pdf>.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Dr. Emandi Sankara Rao are annexed herewith to the notice.

Except Dr. Emandi Sankara Rao, 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. 11 of the notice.

The Board recommends passing of the resolution set out in Item No. 11 of the notice as a Special Resolution.

Item No. 12

The Members at the 25th Annual General Meeting ('AGM') of the Company held on September 09, 2021, had approved appointment of Dr. Mundayat Ramachandran (DIN:01573258), as the Independent Director of the Company from the conclusion

of the 25th Annual General Meeting for a term of three years or up to the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.

The Board of Directors at its meeting held on August 13, 2024, on the recommendation of the Nomination and Remuneration Committee of the Board and in terms of the Articles of Association of the Company, approved and recommended to the Members, re-appointment of Dr. Mundayat Ramachandran (DIN:01573258), who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from September 09, 2024, as an Independent Director of the Company, not liable to retire by rotation for second term of 5 (five) consecutive years w.e.f. September 09, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.

Pursuant to Section 149,150 and other applicable provisions of the Act, and rules made thereunder read with Schedule IV of the Act and SEBI LODR, the re-appointment of Dr. Mundayat Ramachandran requires approval of the Members by way of a Special Resolution.

During the proposed second term of office as an Independent Director of the Company, Dr. Mundayat Ramachandran attains the age of 75. In terms of the Regulation 17(1A) of SEBI LODR, the same requires approval of Members of the Company by way of special resolution.

The Company has received declaration from Dr. Mundayat Ramachandran that he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act and other applicable provisions of the Act and has given his consent for the re-appointment. Further, the Company has also received a declaration from Dr. Mundayat Ramachandran confirming that he continues to meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The Company has received a notice in writing under Section 160(1) of the Act, from Member proposing the name of Dr. Mundayat Ramachandran as Director of the Company.

In the opinion of the Board, Dr. Mundayat Ramachandran fulfils the conditions specified in the Act, and rules made thereunder and SEBI LODR, for his re-appointment as an Independent Director of the Company and he is independent of the management.

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

He is having around 40 years of cross sector apex level policy making experience and field level implementation exposure in India, served both at the central and state government levels. As

Secretary to Government of India, Ministry of Urban Development for 4 years from 2006 to 2010, he spearheaded the country's urban sector policies, reforms and initiatives widely recognized as a landmark period in transforming India's cities. Various assignments handled by him includes working as Advisor/Consultant to various State Governments, Urban local bodies, Universities, Societies/ Foundations in the areas of Infrastructure, Urban development, Project management, Higher education; Member of the National Steering Committee for Urban Capacity Building; Member of Steering Committee/Working Group of the Planning Commission relating to India's 12th Five-year plan (Urban Development); Advisor to the World Bank. At state level he had held various senior positions including that of Chief Secretary of Government of Uttarakhand. He was also the Chairman, Indian Heritage Cities Foundation and Chancellor, the ICFAI University, Dehradun. Independent Director on the Boards of twelve companies in the Infrastructure sector and Chairman of the IDFC Foundation.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Dr. Mundayat Ramachandran, taking into account the performance evaluation of his first term and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being re-appointed as an Independent Director.

In view of 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 the second term of 5 (five) years with effect from September 09, 2024 including the period post his attainment of age of 75 years.

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://investor.gmrinfra.com/pdf/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20directors%20-GIL.pdf>.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Dr. Mundayat Ramachandran are annexed herewith to the notice.

Except Dr. Mundayat Ramachandran, 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. 12 of the notice.

The Board recommends passing of the resolution set out in Item no. 12 of the notice as a Special Resolution.

Item No. 13

The Members at the 25th Annual General Meeting ('AGM') of the Company held on September 09, 2021, had approved appointment of Mr. Sadhu Ram Bansal (DIN: 06471984), as the Independent Director of the Company from the conclusion of the 25th Annual General Meeting for a term of three years or up to the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.

The Board of Directors at its meeting held on August 13, 2024, on the recommendation of the Nomination and Remuneration Committee of the Board and in terms of the Articles of Association of the Company, approved and recommended to the Members, re-appointment of Mr. Sadhu Ram Bansal (DIN: 06471984), who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from September 09, 2024, as an Independent Director of the Company, not liable to retire by rotation for second term of 5 (five) consecutive years w.e.f. September 09, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.

Pursuant to Section 149,150 and other applicable provisions of the Act, and rules made thereunder read with Schedule IV of the Act and SEBI LODR, the re-appointment of Mr. Sadhu Ram Bansal (DIN: 06471984) requires approval of the Members by way of a Special Resolution.

The Company has received declaration from Mr. Sadhu Ram Bansal that he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act and other applicable provisions of the Act and has given his consent for the re-appointment. Further, the Company has also received a declaration from Mr. Sadhu Ram Bansal confirming that he continues to meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR.

The Company has received a notice in writing under Section 160(1) of the Act, from Member proposing the name of Mr. Sadhu Ram Bansal as Director of the Company.

In the opinion of the Board, Mr. Sadhu Ram Bansal fulfils the conditions specified in the Act, and rules made thereunder and SEBI LODR, for his re-appointment as an Independent Director of the Company and he is independent of the management.

Mr. S. R. Bansal , is a Post Graduate (English) , Certified Associate of the Indian Institute of Bankers (CAIB)and Associate of Indian Institute of Banking and Finance(AIIBF)He has rich and varied exposure of more than 34 years in banking, finance, infrastructure finance and administrative functional capacities followed by 8+ years as independent director/independent external monitor by CVC (Govt. of India)/ advisor- to various prestigious corporates across education, infrastructure, social and welfare services, electronic , manufacturing and services sector.

He was Chairman and Managing Director of Corporation Bank (Public Sector Bank), Executive Director in Punjab National Bank and Field General Manager in Dena Bank. He was also Chief General Manager in India Infrastructure Finance Company Ltd. (IIFCL). Mr Bansal has won many awards and accolades during his stint as Banker. He was also appointed Chairman/ Director/ member in various governing councils and committees.

He Led /was part of several marquee projects like MoU with JBIC in Tokyo, Japan for financing the Delhi-Mumbai Industrial Corridor and negotiations with multilateral & bilateral institutions like Asian Development Bank, World Bank, Japan Bank for International Cooperation (JBIC) and KfW. Was also member of the study-team on power equipment manufacturing companies in China.

Has been speaker/ panelist at various seminars and conferences organized by, Indian Institute of Corporate Affairs (IICA), Industry Chambers like FIICI and CII, Management Institutes like IIM-A and International conferences in Singapore and Dubai.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Mr. Sadhu Ram Bansal, taking into account the performance evaluation of his first term and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being re-appointed as Independent Director.

In view of his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to re-appoint him as an Independent Director for the second term of 5 (five) years with effect from September 09, 2024.

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://investor.gmrinfra.com/pdf/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20directors%20-GIL.pdf>.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Sadhu Ram Bansal are annexed herewith to the notice.

Except Mr. Sadhu Ram Bansal, 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. 13 of the notice.

The Board recommends passing of the resolution set out in Item No. 13 of the notice as a Special Resolution.

Item No. 14

The Members at the 25th Annual General Meeting ('AGM') of the Company held on September 09, 2021, had approved appointment of Mr. Amarthaluru Subba Rao (DIN: 00082313), as the Independent Director of the Company from the conclusion of the 25th Annual General Meeting for a term of 3 (three years) or up to the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.

The Board of Directors at its meeting held on August 13, 2024, on the recommendation of the Nomination and Remuneration Committee of the Board and in terms of the Articles of Association of the Company, approved and recommended to the Members, re-appointment of Mr. Amarthaluru Subba Rao (DIN: 00082313), who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from September 09, 2024, as an Independent Director of the Company, not liable to retire by rotation for second term of 5 (five) consecutive years w.e.f. September 09, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.

Pursuant to Section 149, 150 and other applicable provisions of the Act, and rules made thereunder read with Schedule IV of the Act and SEBI LODR, the re-appointment of Mr. Amarthaluru Subba Rao (DIN: 00082313) requires approval of the Members by way of a Special Resolution.

The Company has received declaration from Mr. Amarthaluru Subba Rao that he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, and other applicable provisions of the Act and has given his consent for the re-appointment. Further, the Company has also received a declaration from Mr. Amarthaluru Subba Rao confirming that he continues to meet the criteria of independence as provided in Section 149(6) of the Act, and Regulation 16(1)(b) of SEBI LODR.

The Company has received a notice in writing under Section 160(1) of the Act, from Member proposing the name of Mr. Amarthaluru Subba Rao as Director of the Company.

In the opinion of the Board, Mr. Amarthaluru Subba Rao fulfils the conditions specified in the Act, rules made thereunder and SEBI LODR, for his re-appointment as an Independent Director of the Company and he is independent of the management.

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

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

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

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

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Mr. Amarthaluru Subba Rao, taking into account the performance evaluation of his first term and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being re-appointed as an Independent Director.

In view of his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to re-appoint him as an Independent Director for the second term of 5 (five) years with effect from September 09, 2024.

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://investor.gmrfra.com/pdf/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20directors%20-GIL.pdf>.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Amarthaluru Subba Rao are annexed herewith to the notice.

Except Mr. Amarthaluru Subba Rao, 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. 14 of the notice.

The Board recommends passing of the resolution set out in Item No. 14 of the notice as a Special Resolution.

Item No. 15

The Members at the 25th Annual General Meeting ('AGM') of the Company held on September 09, 2021, had approved appointment of Ms. Bijal Tushar Ajinkya (DIN: 01976832), as the Independent Director of the Company from the conclusion of the 25th Annual General Meeting for a term of 3(three) years or up to the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.

The Board of Directors at its meeting held on August 13, 2024, on the recommendation of the Nomination and Remuneration Committee of the Board and in terms of the Articles of Association of the Company, approved and recommended to the Members, re-appointment of Ms. Bijal Tushar Ajinkya (DIN: 01976832), who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from September 09, 2024, as an Independent Director of the Company, not liable to retire by rotation for second term of 5 (five) consecutive years w.e.f. September 09, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.

Pursuant to Section 149,150 and other applicable provisions of the Act, and rules made thereunder read with Schedule IV of the Act and SEBI LODR, the re-appointment of Ms. Bijal Tushar Ajinkya (DIN: 01976832) requires approval of the Members by way of a Special Resolution.

The Company has received declaration from Ms. Bijal Tushar Ajinkya that she is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act and other applicable provisions of the Act and has given her consent for the re-appointment. Further, the Company has also received a declaration from Ms. Bijal Tushar Ajinkya confirming that she continues to meet the criteria of independence as provided in Section 149(6) of the Act, and Regulation 16(1)(b) of SEBI LODR.

The Company has received a notice in writing under Section 160(1) of the Act, from Member proposing the name of Ms. Bijal Tushar Ajinkya as Director of the Company.

In the opinion of the Board, Ms. Bijal Tushar Ajinkya fulfils the conditions specified in the Act, and rules made thereunder and SEBI LODR, for her re-appointment as an Independent Director of the Company and she is independent of the management.

Ms. Bijal Tushar Ajinkya is Partner in Khaitan & Co. in the Direct Tax, Private Client and Investment Funds Practice Groups in their Mumbai office. With over 20 years of experience, on the tax side, Ms. Bijal Tushar Ajinkya primarily focuses on international tax, structuring of inbound and outbound investments, M&A tax negotiations, providing opinions on complex tax issues on international tax, etc. On the tax litigation front, she has immense experience in providing advice on unique litigation strategies and has been a lead advisor in many successful and path breaking tax litigations in India. She has also served as an expert witness on Indian tax matters in an international arbitration. She is currently handling a tax information exchange case which is a first precedent case on the interpretation of treaty provisions with a country in the Channel Islands.

She regularly features on an annual basis in the Chambers & Partners (Asia - Pacific), Citiwealth Leaders List, Legal 500, International Tax Review (Asia Pacific), Who's Who Legal "Corporate Tax Guide", Private Client Global Elite, Expert Guides - Tax 2018, Indian Lawyer 250 Law Business Research as a leader in the field of taxation and private client in India. She is regarded as a Distinguished Practitioner by AsiaLaw Profile 2020.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Ms. Bijal Tushar Ajinkya, taking into account the performance evaluation of her first term and are of the view that she is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being re-appointed as an Independent Director.

In view of her expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to re-appoint her as an Independent Director for the second term of 5 (five) years with effect from September 09, 2024.

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://investor.gmrinfra.com/pdf/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20Directors%20-GIL.pdf>.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Ms. Bijal Tushar Ajinkya are annexed herewith to the notice.

Except Ms. Bijal Tushar Ajinkya, being an appointee and her 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. 15 of the notice.

The Board recommends passing of the resolution set out in Item No. 15 of the notice as a Special Resolution.

Item No. 16

The Members at the 24th Annual General Meeting ('AGM') of the Company held on September 21, 2020, had approved appointment of Mr. Suresh Lilaram Narang (DIN: 08734030), as the Independent Director of the Company from the conclusion of the 24th Annual General Meeting for a term of 5 (five) years or up to the conclusion of the 28th Annual General Meeting of the Company, whichever is earlier.

The Board of Directors at its meeting held on August 13, 2024, on the recommendation of the Nomination and Remuneration Committee of the Board and in terms of the Articles of Association of the Company, approved and recommended to the Members, re-appointment of Mr. Suresh Lilaram Narang (DIN: 08734030), as an Independent Director of the Company, not liable to retire by rotation for second term of 5 (five) consecutive years w.e.f. the conclusion of 28th Annual General Meeting or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.

Pursuant to Section 149,150 and other applicable provisions of the Act, and rules made thereunder read with Schedule IV of the Act and SEBI LODR, the re-appointment of Mr. Suresh Lilaram Narang (DIN: 08734030) requires approval of the Members by way of a Special Resolution.

The Company has received declaration from Mr. Suresh Lilaram Narang that he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act and other applicable provisions of the Act and has given his consent for the re-appointment. Further, the Company has also received a declaration from Mr. Suresh Lilaram Narang confirming that he continues to meet the criteria of independence as provided in Section 149(6) of the Act, and Regulation 16(1)(b) of SEBI LODR.

The Company has received a notice in writing under Section 160(1) of the Act, from Member proposing the name of Mr. Suresh Lilaram Narang as Director of the Company.

In the opinion of the Board, Mr. Suresh Lilaram Narang fulfils the conditions specified in the Act, and rules made thereunder and SEBI LODR, for his re-appointment as an Independent Director of the Company and he is independent of the management.

Mr. Suresh Lilaram Narang is an Advisor to the Bank Mandiri Group, Singapore, since the year 2018. He holds a Bachelor's degree in Arts from University of Rajasthan, Jaipur. He has over 40 years of work experience mainly in the field of Banking, having worked with the leading Banks like State Bank of India, Deutsche Bank AG, both in India & abroad. Among other positions, he had been the Country Head of Deutsche Bank AG, Indonesia.

He has very strong relationships with regulators, senior govt. personnel including ministers in charge of economy, principal shareholders of large corporate groups and local bank CEOs in Indonesia. He has gained strong grounding in corporate governance as a result of his 13 years stint as Country Head, Deutsche Bank AG, Indonesia.

His previous engagements are as detailed hereunder:

- State Bank of India (1977 -1987)
- Deutsche Bank AG Mumbai (1987 -1994) as Head Sales & Trading business covering FIC (Fixed Income and Currencies).
- Deutsche Bank AG Indonesia (1994 -2015) as Country Head.
- Mandiri Sekuritas, Indonesia (2015-2018) as an Independent Commissioner.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Mr. Suresh Lilaram Narang, taking into account the performance evaluation of his first term and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being re-appointed as an Independent Director.

In view of his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to re-appoint him as an Independent Director for the second term of 5 (five) years with effect from the conclusion of 28th Annual General Meeting.

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://investor.gmrinfra.com/pdf/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20directors%20-GIL.pdf>.

As required under Regulation 36 of SEBI LODR 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. 16 of the notice.

The Board recommends passing of the resolution set out in Item No. 16 of the notice as a Special Resolution.

Item No. 17

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee ("NRC") and in terms of the Articles of Association of the Company, had approved the appointment of Mr. Alexandre Guillaume Roger Ziegler (DIN: 09382849) as an Additional Director of the Company with effect from August 01, 2024. In terms of the provisions of Section 161 of the Act, and Articles of Association of the Company, he will hold office till this Annual General Meeting. He was also appointed as an Independent Director under Section 149 of the Act and SEBI LODR to hold office for a term of 5 (five) years, with effect from August 01, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier, subject to approval of Members.

It may be noted that while the resolution is proposed as a Special Resolution in terms of Regulation 25(2A) of the SEBI LODR, in terms of section 149 of the Act the resolution requires a simple majority of members. The said provision of the SEBI LODR further stipulates that in the event the resolution is not passed as Special Resolution but the votes cast in favour of resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceeds the votes cast against the resolution, then the appointment of the independent director shall be deemed to be approved.

Pursuant to Section 149, 150 and other applicable provisions of the Act, and rules made thereunder read with Schedule IV of the Act and SEBI LODR, the appointment of Mr. Alexandre Guillaume Roger Ziegler requires approval of the Members by way of a Special Resolution.

The Company has received declaration from Mr. Alexandre Guillaume Roger Ziegler that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, 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. Alexandre Guillaume Roger Ziegler confirming that he meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI LODR.

The Company has received a notice in writing under Section 160(1) of the Act, from Member proposing the name of Mr. Alexandre Guillaume Roger Ziegler as Director of the Company.

In the opinion of the Board, Mr. Alexandre Guillaume Roger Ziegler fulfils the conditions specified in the Act, and rules made thereunder and SEBI LODR, for his appointment as an Independent Director of the Company and he is independent of the management.

Mr. Alexandre Guillaume Roger Ziegler was born on September 08, 1969, is graduated from the Institut d'Etudes Politiques (Institute of Political Studies) and holds a degree in history (the prestigious "Agrégation"). He is an alumnus of the École Normale Supérieure as well as of the French National School of Administration (1995-1997).

From June 2016 to August 2019, he served as Ambassador of France to India.

He joined SAFRAN on September 01, 2019, as Senior Executive Vice President International and Public Affairs. He joined SAFRAN Electronics & Defense on June 01, 2023, as Executive VP Defense Division.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Mr. Alexandre Guillaume Roger Ziegler and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director.

In view of 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 5 (five) years with effect from August 01, 2024.

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://investor.gmrinfra.com/pdf/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20directors%20-GIL.pdf>.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Alexandre Guillaume Roger Ziegler are annexed herewith to the notice.

Except Mr. Alexandre Guillaume Roger Ziegler, 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. 17 of the notice.

The Board recommends passing of the resolution set out in Item No. 17 of the notice as a Special Resolution.

Item No. 18

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee ("NRC") and in terms of the Articles of Association of the Company, had approved the appointment of Mr. Anil Chaudhry (DIN: 03213517) as an Additional Director of the Company with effect from August 13, 2024. In terms of the provisions of Section 161 of the Act, he will hold office till this Annual General Meeting. He was also appointed as an Independent Director under Section 149 of the Act and SEBI LODR to hold office for a term of 5 (five) years, with effect from August 13, 2024 or up to the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier, subject to approval of Members.

It may be noted that while the resolution is proposed as a Special Resolution in terms of Regulation 25(2A) of the SEBI LODR, in terms of section 149 of the Act the resolution requires simple majority of members. The said provision of the SEBI LODR further stipulates that in the event the resolution is not passed as Special Resolution but the votes cast in favour of resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceeds the votes cast against the resolution, then the appointment of the independent director shall be deemed to be approved.

Pursuant to Section 149, 150 and other applicable provisions of the Act, and rules made thereunder read with Schedule IV of the Act and SEBI LODR, the appointment of Mr. Anil Chaudhry requires approval of the Members by way of a Special Resolution.

The Company has received declaration from Mr. Anil Chaudhry that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, 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. Anil Chaudhry confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR.

In the opinion of the Board, Mr. Anil Chaudhry fulfils the conditions specified in the Act, and rules made thereunder and SEBI LODR, for his appointment as an Independent Director of the Company and he is independent of the management.

Mr. Anil Chaudhry is a transformative business leader with over four decades of experience. He has been a strong votary of Sustainability, Energy Efficiency, Diversity and Inclusion.

He was the founding CEO & Managing Director of Schneider Electric India Pvt. Ltd (SEIPL), an entity formed through the merger of Schneider Electric India's Low Voltage and Industry Automation business with L&Ts Electrical and Automation business. From 2013 to 2023, he held the position of Managing Director and Zone President of Schneider Electric, Greater India. Prior to this, he was the Senior Vice President, Global Sales Organisation, Infrastructure Business and a member of the Leadership Team in Paris at Schneider Electric and AREVA T&D.

Further, he represented Schneider Electric with various Stake holders in Government, Ministries, Industry Bodies (FICCI, CII.), Niti Aayog (Planning Commission), Utilities, Private Businesses, Investors, SEBI and Regulators (CCI) to position Schneider Electric as respected company focused to "Make New India Energy Positive" by providing Sustainable, Green and Energy Efficient Solutions & Technology for Infrastructure development in the country.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Mr. Anil Chaudhry and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director.

In view of 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 5 (five) years with effect from August 13, 2024.

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://investor.gmrinfra.com/pdf/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20directors%20-GIL.pdf>.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Anil Chaudhry are annexed herewith to the notice.

Except Mr. Anil Chaudhry, 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. 18 of the notice.

The Board recommends passing of the resolution set out in Item No. 18 of the notice as a Special Resolution.

Item No. 19

The Company during the next period of one year anticipates requirement of funds both towards growth opportunities and also towards concluding some of debt repayment of the Company and its subsidiaries, if any.

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**").

The proposed fund raising referred in this resolution would help the Company reduce the unsecured debt vested from GAL and thereby reduce the debt/ better the borrowing terms in the interest of the Company.

In line with the above, the Company proposes to raise funds up to aggregate amounts of ₹ 5,000 crore (Rupees Five 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 Act 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; (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 August 13, 2024, subject to the approval of the Members 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 Act, 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 Act 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 Act and other applicable laws.

The Securities offered, issued, and allotted by the Company pursuant 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 Act, FCCB Scheme and any other applicable laws. 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 Members 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 Members' approval in terms of provisions of the Act, 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 of identifying 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 ("SEBI LODR"), as amended; the 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 as amended, 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 them and the SEBI LODR.

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. 19 of this notice, without the need for any fresh approval from the Members 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. 19 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. 19 of the Notice for the approval of the Members as a Special Resolution.

Item No. 20

The Composite Scheme of Amalgamation and Arrangement between GMR Airports Limited ("GAL"), GMR Infra Developers Limited ("GIDL") and the Company ("Scheme of Merger" / "Merger") was approved by the Hon'ble NCLT, Chandigarh Bench and the same became effective on July 25, 2024, with an appointed date of April 01, 2023.

Considering the fact that the Scheme of Merger has become effective, the business of GAL and that of Merged GIDL has been shifted to the Company and is being continued by the Company.

Pursuant to clause 7.1.4 and 11.1.4 of the Scheme of Merger as sanctioned by the Hon'ble NCLT, Chandigarh Bench vide its order dated June 11, 2024, with effect from the Effective Date, the Company shall commence and carry on and shall be authorized to carry on the business of the GAL and GIDL.

To ensure that the Objects enumerated in the Object clause of Memorandum of Association (MOA) of GAL are duly incorporated in the Object clause in the MOA of the Company, it is proposed to suitably alter the Object Clause of the MOA of the Company.

Further, the Company was incorporated in the year 1996 being registered under the Companies Act, 1956. However, after the enactment of the Act, the format of the MOA was changed by removing the Clause "(C) THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE", from the format specified under the Companies act, 1956.

Hence, the Company cannot undertake any business mentioned under Clause C as the same having become redundant.

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

In view of the foregoing, the Board of Directors in their meeting held on August 13, 2024, has approved and recommended to the Members, alteration to the MOA of the Company.

Pursuant to Section 13 of the Act, a company may by way of a special resolution, alter the provisions of its memorandum of association including the alteration of Object Clause.

The proposed alterations to the MOA are mentioned in the resolution contained in Item no. 20.

The draft of the new set of MoA are made available for inspection by the members of the Company at the registered office of the Company on all working days during the office hours up to the date of the Annual General Meeting.

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. 20 of the notice.

The Board recommends passing of the resolution set out in Item No. 20 of the notice as a Special Resolution.

By order of the Board of Directors
For **GMR Airports Infrastructure Limited**
(Formerly GMR Infrastructure Limited)

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

Place: New Delhi
Date : August 13, 2024

Registered Office:
GMR Airports Infrastructure Limited
Unit no. 12, 18th Floor, Tower A,
Building No. 5 DLF Cyber City, DLF Phase III
DLF, Gurugram- 122002, Haryana
CIN: L45203HR1996PLC113564

ANNEXURE

Details of Directors seeking reappointment at the 28th Annual General Meeting to be held on Monday, September 16, 2024 (Pursuant to Regulations 36(3) of the SEBI (LODR) Regulations, 2015)

Name of the Director	Mr. G.M. Rao	Mr. Grandhi Kiran Kumar	Mr. Indana Prabhakara Rao
Director Identification Number (DIN)	00574243	00061669	03482239
Age	75 years	48 years	65 years
Qualification	Graduate in mechanical engineering	Graduate in Commerce	Master's degree in industrial engineering.
Brief resume of the Director and other details viz. qualifications, experience/ expertise	<p>G M Rao is the founder and Chairman of the GMR Group. He is a graduate in mechanical engineering from Andhra University, India. He was conferred with the honorary Doctor of Laws by York University, Toronto, Canada in 2011, the honorary Doctor of Letters by the Jawaharlal Nehru Technological University, India in 2005 and by the Andhra University, India in 2010.</p> <p>He was a director on the Board of Vysya Bank for several years and also served as a non-executive chairman of ING Vysya Bank between October 2002 and January 2006. He has served on the very prestigious Central Board of Directors of Reserve Bank of India (RBI) from year 2011 to 2015.</p> <p>Over the last 4 decades he has successfully established GMR Group, as one of the most recognized brands in the country, creating national infrastructure assets of global scale and world-class quality, creating new benchmarks.</p>	<p>Details disclosed in statement above containing required information pursuant to Section II of Schedule V of the Act under item no. 4.</p>	<p>Details disclosed in statement above containing required information pursuant to Section II of Schedule V of the Act under item no. 5&6.</p>
Date of first appointment on the Board	Appointed as one of the first directors since incorporation.	July 27, 1999	August 13, 2024.
Shareholding in the Company	17,32,330 including the shares held as Karta of HUF & Trustee	8,73,160 including the shares held as Karta of HUF & Trustee	17,000
Directorships and Committee memberships held in other companies	Given hereunder as (a)	Given hereunder as (b)	Given hereunder as (c)
Inter-se relationships between - Directors - Key Managerial Personnel (KMP)	<p>Mr. G.M. Rao is the father of Mr. G.B.S Raju and Mr. Grandhi Kiran Kumar, and father-in-law of Mr. Srinivas Bommidala.</p> <p>There is no other inter-se relationship with other directors and KMP of the Company.</p>	<p>Mr. Grandhi Kiran Kumar is the younger son of Mr. G. M. Rao, brother of Mr. G.B.S. Raju and brother-in-law of Mr. Srinivas Bommidala. There is no other inter-se relationship</p>	<p>Mr. Indana Prabhakara Rao doesn't have any inter-se relationship with other Directors and KMP of the Company.</p>
Terms and conditions of appointment along with remuneration sought to be paid	<p>Director (Non-Executive Promotor Director) liable to retire by rotation.</p> <p>Remuneration to be Paid- Sitting Fees for attending Board and Committee Meetings</p>	<p>Details disclosed in statement above containing required information pursuant to Section II of Schedule V of the Act and under item no. 4</p>	<p>Details disclosed in statement above containing required information pursuant to Section II of Schedule V of the Act and under item no. 5&6</p>

Name of the Director	Mr. G.M. Rao	Mr. Grandhi Kiran Kumar	Mr. Indana Prabhakara Rao
Remuneration Last Drawn	Sitting Fees for attending Board and Committee Meetings	₹ 2,82,37,887/-	NIL remuneration drawn from the Company
Number of Board Meetings attended during the year 2023-24	Four (4)	Four (4)	NA
Name of Listed entities from which the Director has resigned in the past three years.	Nil	Nil	Nil

Name of the Director	Mr. Alexis Benjamin Riols	Mr. Philippe Pascal	Mr. Augustin de Romanet de Beaune	Dr. Emandi Sankara Rao	Dr. Mundayat Ramachandran
Director Identification Number (DIN)	10497928	08903236	08883005	05184747	01573258
Age	36	53	63	65	74
Qualification	Graduated from Ecole Normale Supérieure (ENS), Université Paris 1 Panthéon-Sorbonne, and Ecole Supérieure des Sciences Commerciales d'Angers (ESSCA).	Master's in Public Law	Graduate of the Institut d'Études Politiques in Paris and of the École Nationale de l'Administration	Bachelor of Engineering, M. Tech- IIT Kharagpur, P.HD in project Finance and Management- IIT Mumbai.	Retired IAS BA - History, MA - Economics, M. Phill and Doctor of Philosophy in Economics
Brief resume of the Director and other details viz. experience/ expertise	Please refer to explanatory statement of item no. 7&8	Please refer to explanatory statement of item no. 9	Please refer to explanatory statement of item no. 10	Please refer to explanatory statement of item no. 11	Please refer to explanatory statement of item no. 12
Date of first appointment on the Board	August 13, 2024	August 01, 2024	August 13, 2024	Appointed in Annual General Meeting held on September 09, 2021	Appointed in Annual General Meeting held on September 09, 2021
Shareholding in the Company	NIL	NIL	NIL	NIL	NIL
Directorship and committee membership held in other Companies	Given hereunder as (d)	Given hereunder as (e)	Given hereunder as (f)	Given hereunder as (g)	Given hereunder as (h)
Inter-se relationships between - Directors - Key Managerial Personnel (KMP)	N.A	N.A.	N.A.	N.A.	N.A.
Terms and conditions of appointment along with remuneration sought to be paid	Details disclosed in statement above containing required information pursuant to Section II of Schedule V of the Act and under item no. 7&8	Appointment as a Non-Executive Non-Independent Director Remuneration to be Paid- Sitting Fees for attending Board and Committee Meetings	Appointment as a Non-Executive Non-Independent Director Remuneration to be Paid- Sitting Fees for attending Board and Committee Meetings	Appointment for a Second term of 5 years w.e.f. September 09, 2024 or up to the conclusion of 33 rd AGM, whichever is earlier Remuneration to be Paid- Sitting Fees for attending Board and Committee Meetings	Appointment for a Second term of 5 years w.e.f. September 09, 2024 or up to the conclusion of 33 rd AGM, whichever is earlier Remuneration to be Paid- Sitting Fees for attending Board and Committee Meetings

Name of the Director	Mr. Alexis Benjamin Riols	Mr. Philippe Pascal	Mr. Augustin de Romanet de Beaune	Dr. Emandi Sankara Rao	Dr. Mundayat Ramachandran
Remuneration Last Drawn	Sitting Fees for attending Board and Committee Meetings	Sitting Fees for attending Board and Committee Meetings	Sitting Fees for attending Board and Committee Meetings	Sitting Fees for attending Board and Committee Meetings	Sitting Fees for attending Board and Committee Meetings
Number of Board Meetings attended during the year 2023-24	NIL	NIL	NIL	Four (4)	Four (4)
Name of Listed entities from which the Director has resigned in the past three years.	NIL	NIL	NIL	Steel Exchange India Limited	NIL

Name of the Director	Mr. Sadhu Ram Bansal	Mr. Amarthaluru Subba Rao	Ms. Bijal Ajinkya	Mr. Suresh Lilaram Narang	Mr. Alexandre Guillaume Roger Ziegler	Mr. Anil Chaudhry
Director Identification Number (DIN)	06471984	00082313	01976832	08734030	09382849	03213517
Age	69	64	48	68	54	63
Qualification	MA - English, Associate of Indian Institute of Banking & Finance (AIIBF) and CAIIB from Indian Institute of Bankers	Commerce Graduate and a Chartered Accountant	LLM (International Law) University of Mumbai LLB- Government Law College- University of Mumbai	Bachelor's degree in Arts	Graduated in History	Graduated in engineering. Executive Management Programs from Harvard Business School, Stanford Business School and INSEAD
Brief resume of the Director and other details viz. experience/ expertise	Please refer to explanatory statement of item no. 13	Please refer to explanatory statement of item no. 14	Please refer to explanatory statement of item no. 15	Please refer to explanatory statement of item no. 16	Please refer to explanatory statement of item no. 17	Please refer to explanatory statement of item no. 18
Date of first appointment on the Board	Appointed in Annual General Meeting held on September 09, 2021	Appointed in Annual General Meeting held on September 09, 2021	Appointed in Annual General Meeting held on September 09, 2021	April 22, 2020	August 01, 2024	August 13, 2024
Shareholding in the Company	NIL	NIL	NIL	NIL	NIL	NIL
Directorship and committee membership held in other Companies	Given hereunder as (i)	Given hereunder as (j)	Given hereunder as (k)	Given hereunder as (l)	Given hereunder as (m)	Given hereunder as (n)
Inter-se relationships between	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
- Directors						
- Key Managerial Personnel (KMP)						

Name of the Director	Mr. Sadhu Ram Bansal	Mr. Amarthaluru Subba Rao	Ms. Bijal Ajinkya	Mr. Suresh Lilaram Narang	Mr. Alexandre Guillaume Roger Ziegler	Mr. Anil Chaudhry
Terms and conditions of appointment along with remuneration sought to be paid	Appointment for a Second term of 5 years w.e.f. September 09, 2024 or up to the conclusion of 33 rd AGM whichever is earlier	Appointment for a Second term of 5 years w.e.f. September 09, 2024 or up to the conclusion of 33 rd AGM whichever is earlier	Appointment for a Second term of 5 years w.e.f. September 09, 2024 or up to the conclusion of 33 rd AGM whichever is earlier	Appointment for a Second term of 5 years from the conclusion of the 28 th AGM or up to the conclusion of 33 rd AGM, whichever is earlier.	Appointment for a term of 5 years w.e.f. August 01, 2024 or up to the conclusion of 33 rd AGM, whichever is earlier.	Appointment for a term of 5 years w.e.f. August 13, 2024 or up to the conclusion of 33 rd AGM, whichever is earlier.
	Remuneration to be Paid- Sitting Fees for attending Board and Committee Meetings	Remuneration to be Paid- Sitting Fees for attending Board and Committee Meetings	Remuneration to be Paid- Sitting Fees for attending Board and Committee Meetings	Remuneration to be Paid- Sitting Fees for attending Board and Committee Meetings	Remuneration to be Paid- Sitting Fees for attending Board and Committee Meetings	Remuneration to be Paid- Sitting Fees for attending Board and Committee Meetings
Remuneration Last Drawn	Sitting Fees for attending Board and Committee Meetings	Sitting Fees for attending Board and Committee Meetings	Sitting Fees for attending Board and Committee Meetings	Sitting Fees for attending Board and Committee Meetings	Sitting Fees for attending Board and Committee Meetings	Sitting Fees for attending Board and Committee Meetings
Number of Board Meetings attended during the year 2023-24	Four (4)	Four (4)	Three (3)	Four (4)	NIL	NIL
Name of Listed entities from which the Director has resigned in the past three years.	Hindusthan Urban Infrastructure Limited	NIL	NIL	NIL	NIL	NIL

(a) Names of other entities in which **Mr. G.M. 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	Management Committee (Chairman)
2.	GMR Varalakshmi Foundation	NIL
3.	GMR Hyderabad International Airport Limited	NIL
4.	Delhi International Airport Limited	NIL
5.	GMR Goa International Airport Limited	NIL
6.	GMR Vishakhapatnam International Airport Limited	NIL
7.	GMR Nagpur International Airport Limited	NIL
8.	GMR Enterprises Private Limited	Management Committee (Chairman)
9.	GMR Energy Limited	NIL
10.	AMG Healthcare Destination Private Limited	NIL
11.	Parampara Family Business Institute	NIL

- (b) Names of other entities in which **Mr. Grandhi Kiran Kumar** 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	Management Committee (Member) Risk Management Committee (Chairman)
2.	GMR Hyderabad International Airport Limited	NIL
3.	GMR Varalakshmi Foundation	NIL
4.	Delhi International Airport Limited	Stakeholders Relationship Committee (Chairman) Nomination & Remuneration Committee (Member)
5.	GKR Holdings Private Limited	NIL
6.	JSW GMR Cricket Private Limited (formerly known as "GMR Sports Private Limited")	NIL
7.	GMR Goa International Airport Limited	NIL
8.	GMR Hyderabad Aerotropolis Limited	NIL
9.	GMR Enterprises Private Limited	Audit Committee (Member) Stakeholders Relationship Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member) Group Risk Management Committee (Member) Management Committee (Member) Risk Management Committee (Member)
10.	GMR Technologies Private Limited	NIL
11.	GMR Energy Limited	Securities Allotment Committee (Member)
12.	GMR Sports Venture Private Limited	NIL

- (c) Names of other entities in which **Mr. Indana Prabhakara** 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 Airport Developers Limited	Audit Committee (Member) Corporate Social Responsibility Committee (Member)
2.	GMR Goa International Airport Limited	Stakeholders' Relationship Committee (Member)
3.	GMR Visakhapatnam International Airport Limited	Nomination & Remuneration Committee (Member) Corporate Social Responsibility Committee (Member) Share Allotment & Transfer Committee (Member)
4.	GMR Nagpur International Airport Limited	NIL
5.	Delhi International Airport Limited	Audit Committee (Member) Risk Management & ESG Committee (Member) Corporate Social Responsibility Committee (Member)

- (d) Names of other entities in which **Mr. Alexis Benjamin Riols** 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 Infra Services Private Limited	Nil
2.	GMR Hyderabad International Airport Limited	Audit Committee (Member)
3.	GMR Goa International Airport Limited	Nomination and Remuneration Committee (Member) Risk Management and Environmental, Social and Governance (ESG) Committee (Member)

- (e) Names of other entities in which **Mr. Philippe Pascal** 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.	Média Aéroports de Paris	Nil

(f) Names of other entities in which **Mr. Augustin de Romanet de Beaune** 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.	Aeroports de Paris S.A.	Strategic and Investment Committee (Chairman)
2.	Extime Media (ex Media Aeroports de Paris)	NIL
3.	Extime Duty Free Paris (ex Societe de Distribution Aeroportuaire)	NIL
4.	Extime Travel Essentials (ex Relay@ADP)	NIL
5.	Fondation d'Entreprise GroupeADP	NIL
6.	Airport Council International (ACI) World	NIL
7.	Regie Autonome des Transports Parisiens (RATP)	NIL
8.	Le Cercle des Economistes SAS	NIL
9.	Paris EUROPLACE	NIL
10.	Qualium Investment	NIL
11.	Fonds de dotation denomme Institut pour l'Innovation Economique	NIL
12.	SCOR	Audit Committee (Member) Risk Committee (Member) Social Responsibility Committee (Chairman) Strategic Committee (Member)

(g) Names of other entities in which **Dr. Emandi Sankara 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	Corporate Social Responsibility Committee (Member)
2.	Coastal Corporation Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholders Relationship Committee (Member)
3.	Visakha Pharmacity Limited (Formerly known as Ramky Pharma City (India) Limited)	Corporate Social Responsibility Committee (Chairman)
4.	Delhi Duty Free Services Private Limited	Audit Committee (Member) Corporate Social Responsibility Committee (Member) Nomination and Remuneration Committee (Member)
5.	Delhi International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Chairman)
6.	Vizag Profiles Private Limited	NIL
7.	GMR Energy Trading Limited	NIL

(h) Names of other entities in which **Dr. Mundayat Ramachandran** 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 Warora Energy Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member)
2.	GMR Bajoli Holi Hydropower Private Limited	Audit Committee (Chairman) Nomination and Remuneration Committee (Chairman) Corporate Social Responsibility Committee (Chairman)
3.	GMR Kamalanga Energy Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member)
4.	Sanmarg Projects Private Limited	NIL
5.	GMR Goa International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Chairman)

S. No.	Name of Companies (Directorship)	Membership/Chairmanship of Committees of the Board
6.	Delhi International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Chairman)
7.	GMR Visakhapatnam International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Chairman) Corporate Social Responsibility Committee (Chairman)
8.	Cochin Smart Mission Limited	Audit Committee (Chairman) Nomination and Remuneration Committee (Member)
9.	GMR Energy Limited	Audit Committee (Chairman) Nomination and Remuneration Committee (Chairman) Corporate Social Responsibility Committee (Member)
10.	GMR Hyderabad International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Chairman)
11.	IDFC Foundation	Nil
12.	Madhavan Nayar Foundation	Member of Board of Trustee

(i) Names of other entities in which **Mr. Sadhu Ram Bansal** 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.	KEI Industries Limited	Audit Committee (Chairman) Risk Management Committee (Member) CSR and ESG Committee (Chairman) Nomination and Remuneration Committee (Member)
2.	FIIT JEE Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member)
3.	JK Lakshmi Cement Limited	Audit Committee (Member)
4.	Lux Industries Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member)
5.	Udaipur Cement Works Limited	Audit Committee (Member)
6.	Hindusthan Specialty Chemicals Limited	Audit Committee (Chairman) Nomination and Remuneration Committee (Chairman) Corporate Social Responsibility Committee (Member)

(j) Names of other entities in which **Mr. Amarthaluru Subba 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 Hyderabad International Airport Limited	Audit Committee (Chairman) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Chairman) Risk Management and Environment, Social and Governance (ESG) Committee (Member)
2.	Delhi International Airport Independent Limited	Audit Committee (Chairman) Stakeholder Relationship Committee (Member) Nomination and Remuneration Committee (Member) Risk Management Committee & Environment, Social and Governance (ESG) Committee (Member)
3.	Delhi Duty Free Services Private Limited	Audit Committee (Chairman)
4.	Gigleji Teknet Private Limited	NIL
5.	Sobha Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Risk Management Committee (Chairman)

- (k) Names of other entities in which **Ms. Bijal Tushar Ajinkya** 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 Hyderabad International Airport Limited	Audit Committee (Member)
2.	Delhi International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member)
3.	GMR Air Cargo and Aerospace Engineering Limited	Audit Committee (Member) Corporate Social Responsibility Committee (Member)
4.	Automotive Axles Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member)
5.	Everest Industries Limited	NIL
6.	Course 5 Intelligence Limited	NIL
7.	Mahindra Holdings Limited	NIL

- (l) Names of entities in which **Mr. Suresh Lilaram Narang** 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

- (m) Names of other entities in which **Mr. Alexandre Guillaume Roger Ziegler** 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.	Safran USA, Inc. (USA)	NIL
2.	Safran Human Resources Support, LLC. (USA)	NIL
3.	Safran Beijing (China)	NIL
4.	Safran Mexico SA de CV (Mexico)	NIL
5.	Safran Services Mexico SA de CV (Mexico)	NIL
6.	Safran Korea Co., Ltd (South Korea)	NIL
7.	Safran Maroc (Morocco)	NIL
8.	Safran Aerospace Defence Security Malaysia SDN, BHD (Malaysia)	NIL
9.	Safran Singapore Pte Ltd (Singapore)	NIL
10.	Safran Taiwan Co. Ltd (Taiwan)	NIL
11.	Safran Pacific (Australia)	NIL
12.	SOFEMA (France)	NIL
13.	Vallaroche Conseil (France)	NIL
14.	Safran GmbH (Germany)	NIL

- (n) Names of other entities in which **Mr. Anil Chaudhry** 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.	Titan Company Limited	CSR and Sustainability Committee (Chairman) Ethics and Compliances Committee (Chairman)
2.	Crompton Greaves Consumer Electricals Limited	NIL
3.	Schneider Electric Infrastructure Limited	ESG and CSR Committee (Member) Nomination and Remuneration Committee (Member)
4.	Maple Infra InvIT Investment Manager Private Limited	NIL
5.	Mahendra Accelo Limited	NIL

GAR AERO

GMR AIRPORTS INFRASTRUCTURE LIMITED

(Formerly GMR Infrastructure Limited)

(CIN: L45203HR1996PLC113564)

Regd. Office: Unit No. 12, 18th Floor, Tower A,
Building No. 5, DLF Cyber City, DLF Phase- III
Gurugram- 122002, Haryana.

Ph: +91 124 6637750

Web: www.gmrinfra.com E-mail: Gil.Cosecy@gmrgroup.in

SHAREHOLDERS' FEEDBACK FORM

It is our constant endeavor to provide best possible services to our valuable Shareholders. We seek your feedback on the services provided by the Company.

Please spare your valuable time to fill the questionnaire given below and send it back to the Company Secretary at the Registered Office address mentioned above, to serve you better.

You may also fill the feedback form online, which is available on the website of the Company www.gmrinfra.com.

Name of the Shareholder: DP ID: Address:
Regd. Folio No.: Client ID:

No. of shares held: Signature of the Shareholder:

Kindly rate on a five-point scale (5= excellent, 4= very good, 3= good, 2= satisfactory, 1= Needs Improvement)

Name of Companies (Directorship)	5	4	3	2	1
Quality and contents of Financial and Non-Financial information in the Annual Report					
Information provided on the website of the Company					
Speed and quality of the responses to your queries / complaints					
Services provided by our Registrar and Share Transfer Agent, KFin Technologies Limited					
Overall rating of investor services					

Your comments and suggestions, if any

