



## GMR INFRASTRUCTURE LIMITED

(CIN: L45203KA1996PLC034805)

Regd. Office: Skip House, 25/1, Museum Road, Bengaluru - 560 025, Karnataka, India

### NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the members of GMR Infrastructure Limited will be held on Wednesday, September 23, 2015 at 3.00 p.m. at MLR Convention Centre, Brigade Millennium Campus, 7th phase, J.P. Nagar, Bengaluru- 560 078, Karnataka, India, to transact the following business:

#### Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon and audited consolidated financial statement of the Company for the financial year ended March 31, 2015.

2. To declare dividend on preference shares.

3. To appoint a Director in place of Mr. B. V. N. Rao (DIN: 00051167), who retires by rotation and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT Mr. K. V.V. Rao, Director who retires by rotation at this Annual General Meeting and who has not sought re-appointment shall retire at this Annual General Meeting.

RESOLVED FURTHER THAT the vacancy caused by the retirement of Mr. K.V.V. Rao and who has not offered himself for re-appointment, be not filled up.”

5. To appoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

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

“RESOLVED THAT M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

#### Special Business:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Vissa Siva Kameswari (DIN:02336249), Director of the Company, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the conclusion of the twentieth Annual General Meeting of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No:000065), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ended March 31, 2015, amounting to ₹ 1.25 Lakhs (Rupees One Lakh and Twenty Five Thousand only) plus payment of applicable taxes and re-imbursement of out of pocket expenses in connection with the aforesaid audit, be and is hereby ratified and approved.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including statutory modification(s) or re-enactment(s) thereof for the time being in force, the remuneration payable to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No.000065), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2016, amounting to ₹ 1.25 Lakhs (Rupees One Lakh and Twenty Five Thousand only) plus payment of applicable taxes and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby approved.”

9. 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 Sections 42, 71 and 62(1)(c) of the Companies Act, 2013 (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time and the provisions of the Foreign Exchange Management Act, 1999, as amended (the “FEMA”), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended (the “FEMA Regulations”), the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and subject to any required approval, consent, permission and / or sanction including from the Ministry of Finance (Foreign Investment Promotion Board, Department of Economic Affairs), the Ministry of Commerce & Industry (Department of Industrial Policy & Promotion/ Secretariat for Industrial Assistance), all other Ministries / Departments of the Government of India (“GoI”), the Reserve Bank of India (“RBI”), and the Securities and Exchange Board of India (“SEBI”) and / or any other competent authorities and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by GoI, RBI, SEBI and / or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges on which the Company’s equity shares of face value ₹ 1 each (“Equity Shares”) and non-convertible debentures are listed and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”) (whether listed or otherwise), non-convertible debentures with or without warrants, other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form), bonds or notes (whether listed or unlisted), any security convertible into Equity Shares with or without voting / special rights, securities linked to Equity Shares and / or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, secured or otherwise including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities, in one or more tranches, whether Indian rupee denominated or denominated in foreign currency, to any eligible person, as permitted under applicable law including qualified institutional buyers, foreign / Indian resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and / or multilateral financial institutions, foreign portfolio investors, mutual funds, non-resident Indians, stabilizing agents and / or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the Investors) whether or not such Investors are members of the Company as may be decided by the Board in their discretion and permitted under applicable laws and regulations, of an aggregate amount upto ₹ 2500 Crore (Rupees Two Thousand Five Hundred Crore only) or equivalent thereof in one or more foreign currency and / or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency or equivalent Indian rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Act, the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI (ICDR) Regulations”); and the provisions of the FEMA, the FEMA Regulations, the Board may at its absolute discretion, issue, offer and allot Equity Shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants or any securities which are convertible into or exchangeable with equity shares (collectively referred to as “Securities”) of an aggregate amount upto ₹ 2500 Crore or equivalent thereof in one or more foreign currency and / or Indian rupees inclusive of such premium, as specified above, to qualified institutional buyers (as defined by the SEBI (ICDR) Regulations) pursuant to a Qualified Institutions Placement (QIP), as provided under Chapter VIII of the SEBI (ICDR) Regulations and such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders resolution approving the proposed issue or such other time as may be allowed by the SEBI (ICDR) Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT pursuant to Regulation 85(1) of the SEBI (ICDR) Regulations, the Board be and is hereby authorized to, at its absolute discretion, offer a discount of not more than 5% or such other percentage as permitted under applicable law to the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a. the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b. the relevant date for the determination of applicable price for the issue of the Securities shall be as per the regulations prescribed by SEBI, RBI, GoI through its various departments or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules / regulations / statutory provisions.

RESOLVED FURTHER THAT the issue to the holders of any Securities with underlying Equity Shares shall be, inter alia, subject to the following terms and conditions:

- in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced *pro-tanto*;
- in the event of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; and
- in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, redemption period, listings on one or more overseas stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board or Management Committee or any other Committee thereof be and is hereby authorized to engage / appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Escrow Agents, Paying and Conversion Agents Advisors and all such agencies as may be involved or concerned depending on the nature of the offering of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

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 conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari-passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 42 and 71 of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, the consent of the Company, be and is hereby accorded to the Board to offer, issue and allot Secured or Unsecured redeemable Non-convertible Debentures/Bonds in one or more tranches, on private placement basis, on such terms and conditions as the Board of Directors / may determine and consider proper and most beneficial to the Company including as to when the said Debentures to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, for an amount up to ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore only) including the amounts raised through issue of any other Securities.

RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Securities including but not limited to:

- a. Approving the offer document and filing the same with any other authority or persons as may be required;
  - b. Approving the specific nature and size of Security (in Indian rupees or such other foreign currency) to be offered, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
  - c. To affix the Common Seal of the Company on any agreement(s) / document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and any one of the above Authorised Persons, who shall sign the same in token thereof;
  - d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;
  - e. Opening such bank accounts and demat accounts as may be required for the transaction;
  - f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
  - g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
  - h. Making applications for listing of the Securities on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and
  - i. To authorize or delegate all or any of the powers herein above conferred to any one or more persons, if need be.”
10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act 2013, read with the Rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the “SEBI ESOP Regulations”), and the Circular CIR/CFD/POLICY CELL/2/2015 issued by the Securities and Exchange Board of India dated June 16, 2015 (the “SEBI Circular”), and subject to any approvals as may be required, the shareholders of the Company hereby approve the revised terms and conditions of the employee welfare schemes for the benefit of eligible employees being implemented through the “Welfare Trust of GMR Infra Employees” as contained in the amended and restated trust deed (“Amended Trust Deed”), together with annexures thereto including the Education Scholarship Scheme, the Short Term Home Loan Scheme and the Medical Assistance Scheme (collectively the “Welfare Schemes”, which term shall include any additional schemes framed and adopted in accordance with the Trust Deed), as per the draft placed before the shareholders and initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the implementation and administration of the Welfare Schemes in accordance with the Amended Trust Deed shall be delegated to the trustees of the Welfare Trust of GMR Infra Employees, subject to compliance with the policies and procedures for compliance with applicable law framed by the Nomination and Remuneration Committee (Compensation Committee) of the Board from time to time and notified to the trustees.

RESOLVED FURTHER THAT the Welfare Trust of GMR Infra Employees under the Amended Trust Deed shall be entitled to undertake secondary acquisitions for the purposes of the Welfare Scheme. Such secondary acquisitions by the Welfare Trust of GMR Infra Employees for the purposes of the Welfare Scheme shall be permitted up to such limits as determined by the trustees under the Amended Trust Deed in compliance with applicable laws and regulations as prevailing and in force (including the SEBI ESOP Regulations).

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to carry out any other amendments to the Amended Trust Deed and the Welfare Schemes in compliance with the SEBI ESOP Regulations, the SEBI Circular and any other applicable law from time to time.”

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 and other applicable provisions, if any, and the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be is hereby accorded to re-classify the authorised share capital of the Company, comprising of ₹ 1950,00,00,000 (Rupees One Thousand Nine Hundred and Fifty Crore only) divided into 750,00,00,000 (Seven Hundred Fifty Crore only) equity shares of ₹ 1/- (Rupee One only) each, 60,00,000 (Sixty Lakhs only) Series A Compulsorily Convertible Preference Shares of ₹ 1000/- (Rupees One Thousand only) each, and 60,00,000 (Sixty Lakhs only) Series B Compulsorily Convertible Preference Shares of ₹ 1000/- (Rupees One Thousand only) each in to ₹ 1950,00,00,000 (Rupees One Thousand Nine Hundred and Fifty Crore only) divided into 1350,00,00,000 (One Thousand Three Hundred and Fifty Crore only) equity shares of ₹ 1/- (Rupee one only) each and 60,00,000 (Sixty Lakhs only) Preference Shares of ₹ 1000/- (Rupees One Thousand only) each.

RESOLVED FURTHER THAT, Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

- V. The Authorised Share Capital of the Company is ₹1950,00,00,000 (Rupees One Thousand Nine Hundred and Fifty Crore only) divided into 1350,00,00,000 (One Thousand Three Hundred and Fifty Crore only) equity shares of ₹ 1/- (Rupee one only) each and 60,00,000 (Sixty Lakhs only) Preference Shares

of ₹ 1000/- (Rupees One Thousand only) each, with power to the Board of Directors (Board) to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions and restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate any such rights, privileges, conditions, or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such other acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to the aforesaid resolution.”

By order of the Board of Directors  
For GMR Infrastructure Limited

Place: Bengaluru  
Date: August 21, 2015

A. S. Cherukupalli  
Company Secretary & Compliance Officer

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxies, in order to be effective, must be received at the Registered office of the Company at Skip House, No.25/1, Museum Road, Bengaluru - 560 025, not less than forty-eight hours before the commencement of the AGM.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to item nos. 6 to 11 and the information required to be provided under the Listing Agreement entered into with stock exchanges relating to item No. 3 and 6 are annexed hereto.
3. Copies of all documents referred to in the notice and explanatory statement annexed thereto are available for inspection at the registered office of the Company between 10.00 a.m. and 1.00 p.m. on all working days till the date of the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 16, 2015 to Wednesday, September 23, 2015 (both days inclusive).
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. M/s. Karvy Computershare Private Limited 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. Members holding shares in physical form are requested to dematerialize their shares. Members holding Shares in physical mode are requested to intimate changes in their address to Karvy Computershare Private Limited, Registrar and Share Transfer Agents (RTA) of the Company located at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Members holding Shares in electronic mode are requested to send the intimation for change of address to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
7. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the members, in respect of equity shares held by them. Nomination forms can be obtained from the RTA.
8. As per Rule 3 of Companies (Management & Administration) Rules, 2014, Register of Members of all the Company's now 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 in case of shares held in electronic form and with the Company's RTA in the case of physical holding immediately.
9. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s. Karvy Computershare Private Limited (RTA) / Depositories.
10. In terms of Section 205C of the Companies Act, 1956, the Company has transferred the share application money received by the Company for allotment of shares and due for refund remaining unpaid or unclaimed for a period of seven years from the date they became due for payment to the Investor Education and Protection Fund, established by the Central Government.
11. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary, at the Company's Registered Office. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per the provisions of Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013, once notified), be transferred to the Investor Education Protection Fund.

12. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to send their queries at an early date so that the desired information may be made available at the Meeting.
13. Members or Proxies should bring the attendance slip duly filled in for attending the Meeting.
14. As a measure of austerity, copies of the Annual Report will not be distributed at the Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
15. No compliment or gift of any nature will be distributed at the Meeting.
16. 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, amended by Companies (Management and Administration) Amendment Rules, 2015, Standard 2 of the Secretarial Standards on General Meetings and Clause 35B of the Listing Agreement, the Company is pleased to provide members with facility to exercise their votes by electronic means through e-voting services provided by M/s.Karvy Computershare Private Limited, on all resolutions set forth in this Notice. The facility for voting, through ballot paper, will also be made available at the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM, but shall not be entitled to cast their votes again.

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

The procedure for e-voting is as below:

**(i) In case of Members receiving e-mail from M/s.Karvy Computershare Private Limited:**

- a) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- b) Enter the login credentials i.e. User ID and Password mentioned below this communication. Your Folio No./ DP ID-Client ID will be your User ID.

User - ID	For Members holding shares in Demat Form:- a) For NSDL:- 8 character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID
	For Members holding shares in physical form:- • Event Number followed by Folio Number registered with the Company
Password	In case of members who have not registered their email addresses, their User-Id and Password is printed below.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- c) After entering the details appropriately, Click on "LOGIN".
- d) You will now reach Password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, 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 it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the "EVENT" i.e., GMR Infrastructure Limited.
- g) On the voting page, the number of shares as held by the members as on the Cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, then enter all shares and click "FOR/AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN in case you wish to abstain from voting. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- h) Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- i) You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- j) Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer through e-mail ID: sree@sreedharancs.com with a copy marked to evoting@karvy.com.

- k) Once you have cast your vote on resolution, you will not be allowed to modify it subsequently.
- l) The facility for voting through ballot shall also be made available at the venue of AGM. Members attending the AGM and who have already not cast their vote by remote e-voting will only be able to exercise their right to vote at the AGM through a ballot paper.
- m) The e-voting period commences on September 20, 2015 at 09:00 a.m. and ends on September 22, 2015 at 5:00 p.m. (both days inclusive). During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date (record date), being Wednesday, September 16, 2015, may cast their votes by remote e-voting in the manner and process setout hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. 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 will be entitled to cast their votes by remote e-voting.
- n) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Wednesday, September 16, 2015, he / she may write to Karvy on the email id [evoting@karvy.com](mailto:evoting@karvy.com) requesting for the User ID and Password. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- ii) In case of Members receiving physical copy of the Notice of AGM by Post (for Members whose e-mail addresses are not registered with the Company/ Depositories):**
- (i) Initial Password is provided as below / at the bottom of the Attendance Slip.
- | EVEN (E-Voting Event Number) | USER ID | PASSWORD / PIN |
|------------------------------|---------|----------------|
|                              |         |                |
- (ii) Please follow all steps from Sl. No. (a) to (j) of (i) above, to cast vote.
- o) In case of any query pertaining to e-voting, please visit Help & Frequently Asked Questions (FAQ's) for members and e-voting User Manual for members available at the download section of <https://evoting.karvy.com> (Karvy's website) or contact M/s. Karvy Computershare Pvt. Ltd. at 1800 345 4001 (Toll free).
- p) It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- q) The results of e-voting (remote e-voting and voting through ballot paper) will be announced by the Company on its website and the same shall also be informed to the Stock Exchanges.

#### Other Instructions

- Mr. V. Sreedharan, (Membership No. FCS 2347) Practicing Company Secretary has been appointed as the Scrutinizer for conducting the e-voting process (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at [www.gmrgroup.in](http://www.gmrgroup.in) and on Service Provider's website at <https://evoting.karvy.com> immediately after the result is declared by the Chairman or by person authorized by him and communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

#### EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

##### Item No. 6:

The Board of Directors of the Company, at the meeting held on September 18, 2014 had appointed Mrs. Vissa Siva Kameswari as an Additional Director of the Company with effect from October 1, 2014, pursuant to Section 161 of the Companies Act, 2013, read with Article 117 of the Articles of Association of the Company.

Mrs. Vissa Siva Kameswari is a Chartered Accountant having more than 24 years of experience comprising of management consultancy and industry experience. Her sector experience includes automotive, light & heavy engineering, process industries such as chemicals, petrochemicals, life sciences, cement, FMCG, financial services, infrastructure; hospitality, IT/ITES and retail. She has significant experience in the areas of Business Strategy, Corporate Planning, Performance Improvement, Activity Based Costing, Supply Chain, Strategic Cost reduction, IT strategy and implementation.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Vissa Siva Kameswari shall hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mrs. Vissa Siva Kameswari for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.



The Company has received from Mrs. Vissa Siva Kameswari (i) consent in writing to act as director pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, as well as Clause 49 of the Listing Agreement with the Stock Exchanges.

The resolution seeks the approval of the members for the appointment of Mrs. Vissa Siva Kameswari as an Independent Director of the Company, for a term up to the conclusion of the twentieth Annual General Meeting of the Company, pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013. She will not be liable to retire by rotation.

The Nomination and Remuneration Committee in its meeting held on May 28, 2015 had recommended the appointment of Mrs. Vissa Siva Kameswari, as Independent Director to hold office for a term up to the conclusion of the 20th Annual General Meeting of the Company.

In the opinion of the Board, Mrs. Vissa Siva Kameswari, fulfills the conditions of appointment specified in Clause 49 of the Listing Agreement with the Stock Exchanges, the Companies Act, 2013 and rules made thereunder, for her appointment as an Independent Director of the Company and she is independent of the management.

In Compliance with the provisions of Section 149 read with schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the appointment of Mrs. Vissa Siva Kameswari as Independent Director is placed before the members for their approval.

Except Mrs. Vissa Siva Kameswari, being appointee or her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolutions set out in Item No.6.

The Board recommends passing of the resolutions set out in Item No.6 as an Ordinary Resolution.

**Item No. 7 & 8:**

The Board of Directors of the Company, on recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Rao, Murthy & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the Financial Year ended March 31, 2015 and Financial Year ending March 31, 2016.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2015 and approve the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2016 as set out in the resolutions for the services rendered / to be rendered by the Cost Auditor.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions set out in Item No. 7 & 8.

The Board recommends passing of the resolution set out in Item No.7 & 8 as Ordinary Resolutions.

**Item No. 9:**

The Special Resolution proposed is an enabling resolution to facilitate the continuing efforts to reduce the debts of the Company and its subsidiaries or other entities in the group and to meet the capital expenditure needs of the ongoing projects of the Company, its subsidiaries, associates etc., and to meet any exigencies including pursuing new opportunities, etc.. As the Company has done in the past, it is proposed to create, offer, follow on offer, issue and allot Equity shares, GDRs, ADRs, FCCBs, equity linked instruments, debentures and such other securities as stated in the resolution (the "Securities") at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate. Section 42 of the Companies Act, 2013 read with the applicable rules requires a company to pass a Special resolution once in a year for all the offer or invitation for non-convertible debentures to be made during the year through a private placement basis in one or more tranches.

The Special Resolution also seeks to empower the Board of Directors to undertake a Qualified Institutional Placement with Qualified Institutional Buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be amended from time to time ("the SEBI (ICDR) Regulations"). The Board of Directors, may in their discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI (ICDR) Regulations in order to facilitate and meet its capital expenditure needs of the ongoing projects of the Company, its subsidiaries, associates etc. and to meet any exigencies including pursuing new opportunities, etc., without the need for fresh approval from the shareholders. The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI (ICDR) Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI (ICDR) Regulations. The Company may, in accordance with applicable laws, offer a discount of not more than 5% or such other percentage as permitted under applicable law to the price determined pursuant to the SEBI (ICDR) Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee thereof, decides to open the Qualified Institutions Placement for subscription.

The Company therefore seeks a fresh approval which will enable the Company to meet its fund requirements as and when required, by providing an option to the Board of Directors to decide the type and manner of securities to be offered in the best interests of the Company.



The Special Resolution seeks to give the Board the powers to issue any of the Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue / allotment / conversion would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges under the provisions of the Listing Agreement.

Section 62(1) (c) of the Companies Act, 2013 and the relevant clauses of the Listing Agreement with the Stock Exchanges where the Equity Shares of the Company are listed provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of such Company unless the shareholders in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice results in the issue of shares of the Company otherwise than to the members of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company. The Company with this resolution intends to retain the right and flexibility to undertake any of the following activities; namely issue of GDRs, ADRs, FCCBs, QIPs, Equity linked instruments, Non-Convertible debentures and other securities up to ₹ 2,500 Crore.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid Resolution.

The Board recommends passing of the resolution set out in Item No.9 as a Special Resolution.

**Item No. 10:**

The purpose of the Welfare Trust of GMR Infra Employees ("Trust"), established pursuant to a deed of trust dated March 4, 2010 ("Trust Deed", which term shall include the rules framed thereunder), is to provide welfare benefits to the Eligible Employees (as defined under the Trust Deed) and providing beneficial support to all the activities meant for the wellbeing and welfare of the Eligible Employees through the Education Scholarship Scheme, the Short Term Home Loan Scheme and the Medical Assistance Scheme (collectively called the "Welfare Schemes") or through other appropriate means identified by the Trustees as per the Trust Deed.

The Securities and Exchange Board of India ("SEBI") has repealed Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and has replaced the same with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SEBI ESOP Regulations") with effect from October 28, 2014. Further, SEBI has issued Circular CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 ("SEBI Circular"), setting out certain additional guidelines *inter-alia* in relation to share based employee benefit schemes. Accordingly, approval of the members is required by way of a special resolution to amend the Trust Deed and the Welfare Schemes to ensure compliance with the SEBI ESOP Regulations and the SEBI Circular.

As per the requirements of the SEBI ESOP Regulations, Nomination and Remuneration Committee (Compensation Committee) of the Board of Directors of the Company has determined and approved the terms and conditions of the Welfare Scheme and has approved amendments to the Trust Deed for compliance with the SEBI ESOP Regulations as set out in the amended Trust Deed. The Nomination and Remuneration Committee(Compensation Committee) has also delegated the implementation and administration of the Welfare Schemes to the Trust.

The amendments proposed to the Trust Deed do not vary the terms of the Welfare Schemes in any manner detrimental to the interests of the employees of the Company, except to the extent required to comply with the SEBI ESOP Regulations.

Salient features of the amended Trust Deed and Welfare Schemes, which have been aligned with the SEBI Regulations, are as follows:

Sr. No.	Heading	Particulars
a.	Brief description of the Welfare Schemes	(i) Education Scholarship Scheme This scheme has been instituted to encourage children of the eligible employees of the Company (being a dependent of the employees) for pursuing higher studies or professional courses. (ii) Short Term Home Loan Scheme This scheme has been instituted to provide financial support in the form of home loans to eligible employees of the Company. (iii) Medical Assistance Scheme This scheme has been instituted to provide assistance to meet extraordinary medical expenses incurred/ to be incurred by the eligible employees of the Company for themselves and their dependents (i.e., spouses, children (below 18 years) and dependent parents). The Trustees are empowered to constitute individual sub-committees to operate each of these schemes.
b.	Total number of benefits to be granted and maximum number of benefits to be granted per employee	Subject to the above, the number of benefits and amounts thereof for each of the Welfare Schemes will depend on the number of applicants under each Welfare Scheme and the availability of funds, to be decided by the Trustees from time to time. The Trustees shall determine the maximum number of benefits to be granted per employee, from time to time.
c.	Identification of classes of employees entitled to participate and be beneficiaries under the Welfare Schemes	Eligible Employees shall mean all the confirmed/ permanent employees of the Company, who are employed during the currency of the Welfare Schemes, but shall not include - a) an employee who is a Promoter (as defined under the Trust Deed) or a person belonging to the Promoter Group (as defined under the Trust Deed); or b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of GIL. Subject to the above, the eligibility criteria under the Welfare Schemes is as follows: (i) Education Scholarship Scheme Confirmed employees of the Company who have completed minimum 3 years of continuous service would be eligible to avail the benefits under this scheme for one child at any given point of time. (ii) Short Term Home Loan Scheme Confirmed employees of the Company who have completed minimum 3 years of continuous service would be eligible to avail the benefits under this scheme. (iii) Medical Assistance Scheme Confirmed employees of the Company who have completed minimum 3 years of continuous service, together with their dependents (as defined thereunder) would be eligible to avail the benefits under this scheme.
d.	Requirements of vesting and period of vesting	NA
e.	Maximum period within which the benefit shall vest	NA
f.	Exercise price, stock appreciation right (SAR) price, purchase price or pricing formula	NA
g.	Exercise period and process of exercise	NA
h.	Appraisal process for determining the eligibility of employees	The initial/current eligibility criteria are set out in Sr. No. (c) hereinabove. The criteria for determining the eligibility of an employee/participant may be prescribed and /or revised from time to time at the discretion of the Nomination and Remuneration Committee (Compensation Committee).
i.	Maximum number of options, SARs, shares, as the case may be, to be issued per employee and in aggregate	NA
j.	Maximum quantum of benefits to be provided per employee under the Welfare Schemes	(i) Education Scholarship Scheme The maximum coverage and the eligibility criteria as per Trust Deed. (ii) Short Term Home Loan Scheme The maximum entitlement per employee is up to ₹ 5,00,000 per financial year. A sum of ₹ 10,00,000 is initially released for each financial year. (iii) Medical Assistance Scheme Depending on the designation of the employee, the maximum coverage would vary (workman: not less than ₹ 2,000, staff: not less than ₹ 5,000 and executives: not less than ₹ 20,000).

Sr. No.	Heading	Particulars
k.	Whether the Welfare Schemes are to be implemented and administered directly by the Company or through a trust	The Welfare Schemes shall be implemented and administered by the Trust under the Trust Deed.
l.	Whether the Welfare Schemes involve new issue of shares by the Company or secondary acquisition by the Trust or both	The Trust shall implement the Welfare Schemes by utilization of the Trust Property generated, <i>inter-alia</i> , from securities received or purchased and held by the Trust. The securities could be of the Company or any member of the GMR Group (as defined in the Trust Deed). Any secondary acquisition would be in compliance with the SEBI ESOP Regulations.
m.	The amount of loan to be provided for implementation of the Welfare Schemes by the Company to the Trust, its tenure, utilization, repayment terms, etc.	The Company may from time to time, if required, subject to the provisions of the Companies Act, 2013 and such approvals as may be required, give loans to the Trust for implementation of the Welfare Schemes, and for such tenure, utilisation and pre-defined repayment terms as agreed upon.
n.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Welfare Schemes	The maximum percentage of secondary acquisition that may be made by the Trust for the purposes of the Welfare Schemes shall be decided by the Trustees, from time to time, in compliance with applicable laws and regulations as prevailing and in force.
o.	A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of the SEBI ESOP Regulations	The Company shall comply to the accounting policies specified in Regulation 15 of the SEBI ESOP Regulations with respect to the Welfare Schemes or as may be prescribed by the Institute of Chartered Accountants of India from time to time, as applicable.
p.	The method which the company shall use to value its options or SARs	NA

The Company does not propose to (i) grant any benefits under the Welfare Schemes to employees of any subsidiary, holding or associate company of the Company; or (ii) grant any benefit, during any one year, equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant, and hence no separate approval is sought.

None of the Directors or Key Managerial Personnel of the Company, including their relatives, is in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the benefits that may be granted to them under the Welfare Schemes.

The Board of Directors of your Company has approved this transaction and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

#### Item No. 11:

The present Authorised share capital of the Company is ₹ 1950,00,00,000 (Rupees One Thousand Nine Hundred and Fifty Crore only) divided into 750,00,00,000 (Seven Hundred Fifty Crore only) equity shares of ₹ 1/- (Rupee One only) each, 60,00,000 (Sixty Lakhs only) Series A Compulsorily Convertible Preference Shares of ₹ 1000/- (Rupees One Thousand only) each, and 60,00,000 (Sixty Lakhs only) Series B Compulsorily Convertible Preference Shares of ₹ 1000/- (Rupees One Thousand only).

The Company in order to meet its long term requirement for funding its growth is required to issue additional securities. It is, therefore deemed appropriate to re-classify the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out in Item No. 11 of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for re-classification of the Authorised Share Capital and for alteration of the capital clause of the Memorandum of Association of the Company.

The Board of Directors of your Company has approved this transaction and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid Resolution.

Place: Bengaluru

Date : August 21, 2015

#### Profile of Directors seeking appointment / reappointment at the Annual General Meeting to be held on September 23, 2015, pursuant to Clause 49 of the Listing Agreement:

**Mr. B.V.N. Rao** - a Group Director, has been associated with the GMR Group since 1989 and is one of the first Directors of the Company. He is a graduate in Electrical Engineering from Andhra University. During his tenure with Andhra Bank before joining the Group, he gained extensive experience in the Banking Sector with specific focus in Industrial Finance. He was also on the Board of Vysya Bank (now known as Kotak Mahindra Bank) for eight years. He has held various senior responsibilities in the GMR Group. He is also a Director on the GMR Group Holding Board. Currently as a Business Chairman, he heads Transportation and Urban Infra Sector covering Highways, SEZ, EPC and Corporate Services covering Legal, Procurement, Corporate Affairs and GMR Varalakshmi Foundation. He is Director on the Board of several subsidiaries of the GMR Group.

He holds 1,50,000 equity shares of the Company as on March 31, 2015.

Mr. B.V.N. Rao is not related to any Director of the Company.

Details of Mr. B.V.N. Rao's Directorships and Committee memberships are as follows:

Sl. No.	Name of the Company (Directorship)	Committee Chairmanship / Membership
1.	GMR Infrastructure Limited	Member -Stakeholders' Relationship Committee Member - CSR Committee Member - Management Committee Member - Debentures Allotment Committee
2.	GMR Kamalanga Energy Limited	Chairman - Securities Allotment Committee Member - Management Committee
3.	GMR Power Corporation Limited	Member - Management Committee
4	GMR Energy Limited	Member - Shareholders' Transfer & Grievance Committee Member - Securities Allotment Committee Member - Executive Committee Member - IPO Committee
5	GMR Varalakshmi Foundation	NIL
6	GMR Highways Limited	Member - Audit Committee Member - Corporate Social Responsibility Committee Member - Nomination and Remuneration Committee
7	GMR Holdings Private Limited	Member - Audit Committee Member - Nomination and Remuneration Committee
8	Kakinada Refinery And Petrochemicals Private Limited	NIL
9	Kakinada SEZ Private Limited	Chairman - Audit Committee Chairman - Nomination and Remuneration Committee
10	GMR Hosur EMC Limited	NIL

**Mrs. Vissa Siva Kameswari**- a Chartered Accountant having more than 24 years of experience comprising of management consultancy and industry experience. Her sector experience includes automotive, light & heavy engineering, process industries such as chemicals, petrochemicals, life sciences, FMCG, financial services, infrastructure, IT/ ITES and retail. She has significant experience in the areas of Business Strategy, Corporate Planning, Performance Improvement, Activity Based Costing, Supply Chain, Strategic Cost reduction, IT strategy and Implementation. At present, she is an independent management consultant and also offers financial advisory services as part of her portfolio.

She holds NIL equity shares of the Company as on March 31, 2015.

Mrs. Vissa Siva Kameswari is not related to any Director of the Company.

Details of Mrs. Vissa Siva Kameswari's Directorships and Committee memberships are as follows:

Sl. No.	Name of the Company (Directorship)	Committee Chairmanship / Membership
1.	GMR Infrastructure Limited	NIL
2.	Delhi International Airport Private Limited	Member - Audit Committee Member - Nomination and Remuneration Committee
3.	GMR Hyderabad International Airport Limited	NIL
4	Nvision Management Solutions Private Limited	NIL
5	GMR Hotels and Resorts Limited	Member - Audit Committee Member - Nomination and Remuneration Committee
6	GMR Krishnagiri SEZ Limited	Member - Audit Committee Member - Nomination and Remuneration Committee
7	Delhi Duty Free Services Private Limited	Member - Audit Committee
8	GMR Airports Limited	NIL