



GMR Infrastructure Limited

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

Addendum to the notice dated June 4, 2009 convening the 13th Annual General Meeting of GMR Infrastructure Limited on Monday, August 31, 2009 at 2.30 p.m. at Convention Centre, NIMHANS, Hosur Road, Bangalore – 560 029.

Attention of the members is invited to the Notice of 13th Annual General Meeting of the members of the Company dated June 4, 2009 already sent to all the shareholders. Notice is further given that the following item of business shall be included in the aforesaid notice as a new item no. 8 under Special Business:

SPECIAL BUSINESS:

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 Sections 16, 94 of the Companies Act, 1956 and Article 76 of the Articles of Association of the Company and subject to such other approvals / permissions / sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded for the subdivision of each and every one of the existing equity share of the Company of the nominal value of Rs. 2/- each fully paid up into 2 equity shares of Re. 1/- each fully paid up, and that in the case of existing equity shares which are not fully paid up, the proportion between the amount paid and the amount which is unpaid on each reduced equity share of Re. 1/- each shall be the same as it were in the case of the existing equity share of Rs. 2/- each from which the reduced equity share of Re. 1/- each is derived.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital be and is hereby altered and amended as under:

v. The Authorized Share Capital of the Company is Rs. 750,00,00,000 (Rupees Seven Hundred Fifty Crore only) divided into 750,00,00,000 (Seven Hundred Fifty Crore) Equity Shares of Re. 1/- each (Rupee One only) 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 for the purpose of giving effect to the resolutions above, the Board of Directors (Board) / duly constituted committee of the Board, be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and to issue new share certificates, wherever required, in the aforesaid proportion, in cancellation of existing shares, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to settle any question that may arise in this regard and to finalize and execute all documents, deeds and writings as may be necessary, which includes but not limited to preparing, executing and filing necessary applications/ forms/ returns/ documents to Registrar of Companies, Stock Exchanges (BSE & NSE), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and /or such other statutory authorities as may be necessary from time to time and to delegate all or any of the powers to any authorized person(s) to give effect to the above resolution and to comply with necessary formalities in this regard.”

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

In order to facilitate the benefits like more liquidity, less volatility and broad basing of small investors, it is proposed to sub-divide each and every existing equity share of Rs.2/- each fully paid up into 2 equity shares of Re. 1/- each fully paid up.

The due date for making the balance payment by partly paid shareholders was September 7, 2006. The Company had issued 11 notices / reminders to the holders of partly paid shares to pay the balance amount due on those shares. But the balance amount is still receivable on 2750 partly paid shares as on June 30, 2009. In the event, these shares remain partly paid on the record date, which may be fixed by the Board of Directors / duly constituted committee of the Board for sub-division of shares, then these partly paid shares shall also be sub-divided into 2 equity shares of Re. 1/- each and the proportion between the amount paid and the amount which is unpaid on each reduced partly paid equity share of Re. 1/- each shall be the same as it were in the

case of the existing equity share of Rs. 2/- each from which the reduced equity share of Re. 1/- each is derived. Existing shares of Rs. 2/- each will stand cancelled on the record date and the new shares will be issued in lieu of the cancelled shares.

The sub-division of equity shares shall require amendment to Capital clause in the Memorandum of Association of the Company and approval of Members by ordinary resolution in terms of Sections 16 and 94 of the Companies Act, 1956 read with Article 76 of the Articles of Association of the Company.

None of the directors is concerned or interested in this resolution except to the extent of their shareholding.

The Board of Directors of your Company recommends passing of the aforesaid Ordinary Resolution.

By order of the Board of Directors
For GMR Infrastructure Limited

Place: Bangalore
Date: July 30, 2009.

C.P. Sounderarajan
Company Secretary & Compliance Officer