



GMR INFRASTRUCTURE LIMITED

Registered Office:
Skip House, 25/1, Museum Road, Bangalore- 560 025

NOTICE

Notice pursuant to Section 192A of the Companies Act, 1956.

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, to transact the following special business by the members of GMR Infrastructure Limited (the Company), by passing the following resolution through postal ballot:

Special Business

Alteration 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 pursuant to the provisions of Section 17 and Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the existing Clause No.1(c) and Clause No.4(a) of the Clause III (A) of the Objects Clause of the Memorandum of Association of the Company be altered to read as under:-

Clause No.1(c)

To carry on the business of developing, maintaining and operating special economic zones or other export promotion parks, software technology parks, electronic hardware parks, bio-technology parks and other industrial parks either individually or as joint venture with any company/ firm/individual/consultant whether local or foreign.

Clause No.4(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 in the fields of 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 either by the State Governments and / or the Government of India or any other appropriate authority or body.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (Board), be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders."

By Order of the Board of Directors

For **GMR Infrastructure Limited**

A.S.Chelukupalli
Company Secretary

Place: Bangalore
Date: June 30, 2007

NOTES:

1. The explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 setting out the material facts is annexed hereto.
2. The Board of Directors at its meeting held on 30th June, 2007 has appointed Mr. V Sreedharan, Company Secretary in practice, Bangalore as the scrutinizer to receive and scrutinize the completed ballot papers from the members. The postal ballot form and the self addressed business reply envelope are enclosed for use of the members.
3. Members are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed with the assent (for) or dissent (against), in the attached postage pre-paid envelope, so as to reach the scrutinizer on or before 25th August, 2007, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of postal ballot will be announced at the 11th Annual General meeting of the Company to be held on Thursday, 30th August, 2007, at 10.30 a.m, at Convention Centre, National Institute of Mental Health & Neuro Sciences (NIMHANS), Hosur Road, Bangalore – 560 029.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

The Company is presently executing infrastructure projects in Roads, Power and Airports sectors through its subsidiaries. In order to increase its prospects in upcoming infrastructure projects, the Company is considering to enter into infrastructure projects like development, maintenance and operation of special economic zones or other export promotion parks, software technology parks, electronic hardware parks, bio-technology parks and any other industrial parks.

As per the provisions of Section 17 and Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, approval of the members of the company is required through a special resolution to be passed through postal ballot. Accordingly, this resolution is placed for approval of the members. The proposed altered objects will enable the Company to carry on its business more economically and efficiently and by new or improved means, as envisaged in Section 17 of the Companies Act, 1956.

A copy each of the existing Memorandum of Association and a new set of the Memorandum of Association of the Company after incorporating the proposed alterations in its object clause will be available for inspection of the members at the Registered office of the Company on all working days between 10:00 a.m. to 1:00 p.m. upto 25th August, 2007.

None of the Directors of the Company is in any way, concerned or interested, in the aforesaid special resolution.

Your Directors consider the said resolution in the interest of the Company and therefore recommend the same for your approval.

By Order of the Board of Directors

For **GMR Infrastructure Limited**

A.S.Chelukupalli
Company Secretary

Place: Bangalore
Date: June 30, 2007