



GMR Infrastructure Limited

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

NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of GMR Infrastructure Limited will be held on **Tuesday, June 9, 2009 at 4:45 p.m. at Convention Centre, NIMHANS, Hosur Road, Bangalore - 560 029, India**, to transact the following business:

Special Business:

1. 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 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (the "Act") (including any amendment(s) thereto or re-enactment thereof) and the provisions of the Foreign Exchange Management Act, 2000 (the "FEMA"), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, 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 of the Ministry of Finance (Department of Economic Affairs) and of Ministry of Industry (Foreign Investment Promotion Board/Secretariat for Industrial Assistance) and the Securities and Exchange Board of India (the "SEBI") Regulations and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the "GOI"), the Reserve Bank of India (the "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 shares 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"), Foreign Currency Convertible Bonds ("FCCBs"), and/or any other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or 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, 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 rupee denominated or denominated in foreign currency, to any eligible person, including Qualified Institutional Buyers, foreign/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, 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 not exceeding Rs. 5000 Crore 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) 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 THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Act (including any amendments thereto or re-enactment thereof), the provisions of Chapter XIII-A of the SEBI (Disclosure and Investor Protection) Guidelines, 2000 (the "SEBI DIP Guidelines") and the provisions of the FEMA, Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the Board may at their absolute discretion, issue, offer and allot equity shares, fully convertible debentures, partly convertible debentures or any securities which are convertible into or exchangeable with equity shares (collectively referred to as "Securities") of an aggregate amount not exceeding Rs. 5000 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 DIP Guidelines) pursuant to a qualified institutional placement, as provided under Chapter XIII-A of the SEBI DIP Guidelines and such securities shall be fully paid up and the allotment of such Securities shall be completed within 12 (twelve) months from the date of the shareholders resolution approving the proposed issue or such other time as may be allowed by the SEBI DIP Guidelines from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI DIP Guidelines."

"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 guidelines 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/guidelines/statutory provisions."

"RESOLVED FURTHER THAT the issue to the holders of the Securities underlying the Securities shall be, **inter alia**, subject to the following terms and conditions:

- a. 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 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**;
- b. in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and
- c. 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, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 293(1)(a) of the Act, 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, Advisors and all such agencies as may be involved or concerned in such offerings of 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 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 authorised

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 equity shares 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 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 equity shares 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 equity shares of the Company 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."

2. 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 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s) to or re-enactment thereof) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and in terms of the provisions of the SEBI (Disclosure and Investor Protection) Guidelines, 2000 (the "SEBI DIP Guidelines") (including any amendment(s) to or re-enactment thereof) and subject to the approvals, consents, permissions and / or sanctions, as may be required from any appropriate authority, institution or body (hereinafter collectively referred to as the "the appropriate authorities") and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions (hereinafter referred to as "the requisite approvals") and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee duly constituted by the Board or any Committee which the Board may have constituted or hereafter constitute, to exercise one or more of its powers including the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 1,35,00,000 equity shares of Rs.2/- each fully paid up by way of preferential allotment at such price (including premium) being not less than the price determined in accordance with SEBI DIP Guidelines, on preferential allotment basis for consideration other than cash to IDFC Infrastructure Fund - India Development Fund ('IDFC') having its office at 201, Naman Chambers, C-32, G-Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051, India or its affiliates/nominees and being the consideration for acquisition of (a) 4,68,00,000 equity shares of Rs.10/- each fully paid up of the Delhi International Airport Private Limited ('DIAL') held by IDFC and (b) the amount of Rs. 48.75 Crore paid by IDFC to DIAL as advance towards subscription of further equity shares of DIAL on such terms and conditions as the Board may think fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient to effect, in accordance with applicable law, its beneficial interest in the amount of Rs. 48.75 Crore paid by IDFC to DIAL as advance towards subscription of further equity shares of DIAL and to do all acts, deeds and things in connection therewith and incidental thereto as the Board 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 they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the said shares be ranked in all respects, **pari passu** with the existing equity shares of the Company save and except that the said shares shall be entitled to dividend, if any, which may be declared by the Company subject to necessary legal compliances on and after the date of allotment in full or in **pro - rata** basis, as per the provisions of the Companies Act, 1956 and other applicable statutory provisions."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient to effect the issue or allotment of aforesaid securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said securities and to do all acts, deeds and things in connection therewith and incidental thereto as the Board 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 they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Directors or Committee of Directors or Company Secretary or any one or more authorised persons of the Company to give effect to the aforesaid resolution"

By order of the Board
GMR Infrastructure Limited

Place: Bangalore
Date: May 9, 2009

C.P. Sounderarajan
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING 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. Members are requested to send their proxy form to the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. The Explanatory statement setting out the material facts pursuant to Section 173(2) of the Companies Act, 1956, relating to item nos. 1 and 2 is annexed hereto. 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 meeting.
3. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.

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

Item No. 1

In order to facilitate and meet its capital expenditure needs of the ongoing projects of the Company / its subsidiaries and to meet any exigencies including pursuing new opportunities, it is proposed to create, offer, issue and allot equity shares, GDRs, ADRs, FCCBs 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. The Company intends to issue Securities for a value upto Rs. 5000 Crore.

The Special Resolution also seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined by SEBI DIP Guidelines. The Board of Directors, may in their discretion adopt this mechanism, as prescribed under Chapter XIII-A of the SEBI DIP Guidelines in order to facilitate and meet its capital expenditure needs of the ongoing projects of the Company / its subsidiaries and to meet any exigencies including pursuing new opportunities, without the need for fresh approval from the shareholders. The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter XIII-A of the SEBI DIP Guidelines shall be freely determined subject to such price not being less than the price calculated in accordance with clause 13A.3 of the SEBI DIP Guidelines.

The Special Resolution seeks to give the Board powers to issue 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 81(1A) of the Companies Act, 1956 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 in the manner laid down in Section 81 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 81(1A) and other applicable provisions of the Companies Act, 1956 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.

None of the Directors is concerned or interested in this resolution.

The Board of Directors of the Company commends the resolution set out in Item No.1 for approval of the shareholders as a Special Resolution.

Item No. 2

a) The Object(s) of the issue through preferential offer:

The proposed preferential allotment of shares is the consideration for the proposed acquisition of (a) 4,68,00,000 equity shares of Rs.10/- each fully paid up of the Delhi International Airport Private Limited ('DIAL') held by IDFC Infrastructure Fund - India Development Fund ('IDFC') and (b) the amount of Rs. 48.75 Crore paid by IDFC to DIAL as advance towards subscription of further equity shares of DIAL, subject to any required approval from Statutory or Regulatory or any other authorities or terms of any agreement (s), as may be applicable.

With the objective of consolidating the Group's shareholding in DIAL, it is proposed to acquire 4,68,00,000 equity shares of Rs. 10/- each held by IDFC in DIAL. With this acquisition, GMR Group's equity shareholding in DIAL will increase to 54%.

All consents required to give effect to the aforesaid resolutions will be obtained from all necessary persons.

DIAL is engaged in operating, maintaining, developing, designing, constructing, upgrading, modernizing, financing and managing Indira Gandhi International Airport, New Delhi. This airport is being developed to international standards airport with state of the art facilities and passenger amenities.

b) Intention of Promoters / Directors / Key Management Persons to subscribe to the offer:

None of the Directors / Promoters / Key Management Persons has any intention to subscribe to the offer. The offer is limited to IDFC.

c) Shareholding Pattern before and after the Issue:

The shareholding pattern before and after the offer (without considering other proposed issues, if any) would be as under:

Category of shareholder	Before the issue (As on March 31, 2009)		After the issue	
	Number of shares	% holding	Number of shares	% holding
Promoter & Promoter Group	1363843787	74.91	1363843787	74.36
Public Shareholding				
Institutions	322980574	17.74	*336480574	18.35
Bodies Corporates	26060878	1.43	26060878	1.42
Individuals	101630901	5.58	101630901	5.54
Clearing Members	2208299	0.12	2208299	0.12
Non Resident Indians	3769976	0.21	3769976	0.20
Trusts	163673	0.01	163673	0.01
Grand Total	1820658088	100.00	1834158088	100.00

* Based on allotment of maximum no. of shares

Notes:

- The above shareholding pattern has been prepared on the basis of the shareholding of the Company as on March 31, 2009.
- The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee would have subscribed to and been allotted the shares of the Company. In the event for any reason, the proposed allottee does not or is unable to subscribe to and/or is not allotted the shares, the shareholding pattern in the above table would undergo corresponding changes.

d) Proposed time within which the allotment shall be completed:

The equity shares shall be allotted within a period of 15 days from the later of (a) the date of passing of the resolution in the General Meeting or (b) receipt of approvals of the National Stock Exchange and /or Bombay Stock Exchange or any Statutory / Regulatory / any other authorities for such allotment.

e) Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Sl. No	Identity of the proposed allottees	Pre - issue holding details		No. of equity shares of Rs. 2/- each proposed to be allotted	Post issue holding details	
		No. of Shares	% holding		No. of Shares	% holding
1.	IDFC Infrastructure Fund - India Development Fund	-	-	1,35,00,000*	1,35,00,000*	0.74%

* Based on allotment of maximum no. of shares

f) Pricing of the issue:

The proposed issue of a maximum of 1,35,00,000 equity shares of Rs. 2/- each for consideration other than cash on preferential basis will be made at such price (including premium) being not less than the price determined in accordance with Chapter XIII of SEBI DIP Guidelines.

g) Auditors' Certificate:

The auditors' certificate certifying that the proposed issue is being made on preferential basis in accordance with the requirements contained in SEBI DIP Guidelines shall also be laid before the meeting convened to consider the proposed issue.

h) Lock in Period:

The proposed allotment shall be subject to lock in for a period of one year from the date of allotment.

i) Relevant Date

Relevant Date for the preferential issue, as per the SEBI DIP Guidelines as amended up to date, for the determination of applicable price for issue of equity shares is May 10, 2009.

None of the Directors of the Company is in any way concerned or interested in the said resolution.

The Board of Directors commends the resolution set out in Item No. 2 for approval of the shareholders as a Special Resolution.

By order of the Board
GMR Infrastructure Limited

Place: Bangalore
Date: May 9, 2009

C.P. Sounderarajan
Company Secretary



GMR Infrastructure Limited

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

ATTENDANCE SLIP

(Extra-Ordinary General Meeting to be held on Tuesday, June 9, 2009)

Name of the Shareholder :
Regd Folio No. :
*DP ID No. :
*Client No. :
No. of Shares held :

Signature of the Shareholder / Proxy

Note: Shareholder / Proxy must hand over the duly signed attendance slip at the venue.

* Applicable for the members holding shares in electronic form.



GMR Infrastructure Limited

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

Regd Folio No. : No. of Shares :
DP ID. No. :
Client ID. No. :

FORM OF PROXY

I/We..... of being a member of GMR Infrastructure Limited do hereby appoint.....of..... or failing him/herof..... or failing him/herof.....as my / our Proxy to attend and vote for me / us, on my / our behalf at the Extra - Ordinary General Meeting of the members of the Company to be held on Tuesday, June 9, 2009 at 4:45 p.m. at Convention Centre, NIMHANS, Hosur Road, Bangalore - 560 029 and / or at any adjournment thereof.

** I/We direct my / our proxy to vote on the Resolutions in the manner as indicated below:

Sl. No.	Resolution	For	Against
1.	Issue of Securities for an aggregate amount not exceeding Rs. 5000 Crore or equivalent thereof		
2.	Issue of Securities to IDFC Infrastructure Fund - India Development Fund for consideration other than cash		

As witness my hand /our hand(s) thisday of2009.

Notes:

- Revenue stamps of not less than 15 paise must be affixed on the form.
- The form should be signed across the stamp as per specimen signature registered with the company.
- The proxy form should be deposited at least 48 hours before the commencement of the meeting at the registered office of the Company. A proxy need not be a member of the Company.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
** This is optional. Please put a tick mark (√) in the appropriate column against the Resolution indicated in the Box. If a member leaves the "For" or "Against" column blank against the Resolution, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
- In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the column "For" or "Against" as appropriate.



Signature of the member

BOOK - POST

If undelivered please return to:
Karvy Computershare Private Limited
(Unit: GMR Infrastructure Limited)
Plot No. 17-24, Vittal Rao Nagar,
Madhapur, Hyderabad - 500 081.
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