



GMR Infrastructure Limited

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

Notice

NOTICE is hereby given that the Sixteenth Annual General Meeting of the members of GMR Infrastructure Limited will be held on Tuesday, September 11, 2012 at 2.30 p.m. at Convention Centre, NIMHANS, Hosur Road, Bengaluru - 560 029, Karnataka, India to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2012 and Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Srinivas Bommidala, who retires by rotation, and being eligible, offers himself for reappointment.
3. To appoint M/s. S. R. Batliboi & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 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, 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 determined by the Board of Directors of the Company.”

Special Business:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT the vacancy caused by the retirement of Mr. Arun K. Thiagarajan, Director, who retires by rotation at this Annual General Meeting and who has not offered himself for reappointment, in view of the retirement policy, be not filled up.”
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT the vacancy caused by the retirement of Mr. Uday M. Chitale, Director, who retires by rotation at this Annual General Meeting and who has not offered himself for reappointment, in view of the retirement policy, be not filled up.”
6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT the vacancy caused by the retirement of Mr. Udaya Holla, Director, who retires by rotation at this Annual General Meeting and who has not offered himself for reappointment, in view of the retirement policy, be not filled up.”
7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT Mr. K. Balasubramanian, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT Mr. N. C. Sarabeswaran, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
9. To consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:
“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of the Company and subject to such sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded to the appointment of Mr. B. V. N. Rao, as Managing Director of the Company for a period of five (5) years, with effect from October 01, 2011 with a remuneration as detailed below:
 - I. From October 1, 2011 to March 31, 2013: Nil
 - II. From April 1, 2013 to September 30, 2016:
 1. Basic Salary: Rs. 14,00,000/- per month.
 2. Perquisites:

Category - A:

I. Housing

House Rent Allowance @ 50% of Basic Salary or Rent Free Unfurnished Accommodation for an amount not exceeding Rs.7,00,000/- per month.

II. Leave Travel Concession

Leave Travel Concession for anywhere in India, for self and family once in two years in a block of four years.

III. Club Fees

Membership fees in any two clubs not being admission and Life Membership fees.

IV. Medical Reimbursement

Reimbursement of medical expenses incurred on self and / or family.

V. Mediclaim Insurance

Mediclaim insurance cover for self and family, the premium not exceeding Rs.25,000/- per annum.

VI. Personal Accident Insurance

Personal Accident Insurance premium not exceeding Rs. 25,000/- per annum.

Category - B:

- I. Contribution to Provident fund, Superannuation fund or Annuity fund as per the Company's rules and applicable provisions of the relevant statutes. Gratuity payable should not exceed half month's salary for each completed year of service.
- II. Encashment of leave as per Company's rules.

Category - C:

Provision of cars and telephones (landline & mobiles).

The valuation of perquisites shall be as per the provisions of the Income Tax Act, 1961.

RESOLVED FURTHER THAT Mr. B. V. N. Rao, Managing Director be and is hereby entitled in addition to the remuneration specified above, a Commission on the net profits as approved by the Board of Directors for each financial year, subject to the total remuneration including Salary, Perquisites and Commission be within the overall limit of 3% of the net profits of the Company calculated in accordance with the provisions of the Companies Act, 1956 for a financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of the Remuneration Committee of the Board be and is hereby authorized to vary, modify and / or to re-fix the aforesaid remuneration to Mr. B.V.N. Rao, Managing Director of the Company within the limits as aforesaid.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Managing Director as Salary, Perquisites and any other allowances shall be governed by and be subject to the ceilings provided under Section II of Part II of Schedule XIII to the Companies Act, 1956 or such other limit as may be prescribed by the Government from time to time as minimum remuneration, unless permission from the Central Government is obtained for paying more.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things as may be deemed fit for the purpose of giving effect to the above resolutions."

10. To consider and approve issue of Securities for an aggregate amount not exceeding Rs. 2,500 crore or equivalent thereof.

In this connection, to consider and if thought fit, to pass the following resolution, with or without modification(s), 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, 1999 (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, follow on 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"), Non-Convertible Debentures with or without warrants, 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, as permitted under applicable law 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. 2,500 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), 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 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 VIII of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 (the "SEBI ICDR Regulations") including any amendments thereto; and the provisions of the FEMA, Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, including any amendments thereto; the Board may at their 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 not exceeding Rs. 2,500 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 institutional placement, 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 (twelve) 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 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:

- 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 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;
- 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 number of Equity Shares to be allotted to the holders of such Securities at the relevant time 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 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 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 specific nature and size of Security (in 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 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.”

By order of the Board of Directors
For GMR Infrastructure Limited

Place: Bengaluru
Date: August 9, 2012

C. P. Sounderarajan
Company Secretary & Compliance Officer

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "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 no. 4 to 10 and the information required to be provided under the Listing Agreement entered into with stock exchanges relating to item No.2, 7, 8 and 9 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 Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 4, 2012 to Tuesday, September 11, 2012 (both days inclusive).
5. M/s. Karvy Computershare Private Limited are the Registrar and Share Transfer Agent (RTA) of the Company to perform the share related work for Shares held in physical and electronic form.
6. Members holding shares in physical form are requested to dematerialize their shares. They are further requested to inform change of address, if any, immediately to the RTA of the Company. Members holding shares in dematerialized form must send advice about change in address to their respective Depository Participants.
7. As per the provisions of Section 109A of the Companies Act, 1956, nomination facility is available to the Members, in respect of the equity shares held by them. Nomination forms are available and can be obtained from the RTA.
8. Members desirous of obtaining any information concerning the 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.
9. Members or Proxies should bring the attendance slip duly filled in for attending the Meeting.
10. 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.
11. No compliment or gift of any nature will be distributed at the Meeting.

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including annual report can be sent by e-mail to its members. To support this green initiative, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses by filling the form available in the website of the Company (www.gmrgroup.in) and send it to M/s Karvy Computershare Pvt. Ltd., Registrar and Share Transfer Agent, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**Item No. 4 to 6**

In accordance with the provisions of Section 256 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Arun K. Thiagarajan, Mr. Uday M. Chitale and Mr. Udaya Holla retire by rotation at this Annual General Meeting. They have expressed their desire not to offer themselves for reappointment, as per the retirement policy for the Independent Directors, approved by the Board of Directors of the Company. The Company does not propose to fill the vacancies at this Meeting. As required under Section 256 of the Companies Act, 1956, resolutions are proposed not to fill up the vacancies caused by the retirement of Mr. Arun K. Thiagarajan, Mr. Uday M. Chitale and Mr. Udaya Holla at this Meeting.

None of the directors, except Mr. Arun K. Thiagarajan, Mr. Uday M. Chitale and Mr. Udaya Holla are interested or concerned in these resolutions as regards the respective resolutions.

The Board commends the resolutions for approval of the members.

Item No. 7

The Board of Directors of the Company, at its meeting held on November 09, 2011, appointed Mr. K. Balasubramanian, as an Additional Director of the Company with effect from November 09, 2011, pursuant to section 260 of the Companies Act, 1956, read with Article 119 of the Articles of Association of the Company.

In terms of the provisions of Section 260 of the Companies Act, 1956, Mr. K. Balasubramanian will hold office up to the date of this Annual General Meeting. Under the provisions of Section 257 of the Companies Act, 1956, the Company has received a notice in writing from a member along with requisite deposit, proposing the appointment of Mr. K. Balasubramanian as a Director of the Company. Mr. K. Balasubramanian, when appointed, shall be a non-executive non-independent director.

None of the directors, except Mr. K. Balasubramanian is interested or concerned in the resolution.

The Board commends the resolution for approval of the members.

Item No. 8

The Board of Directors of the Company, at its meeting held on November 09, 2011, appointed Mr. N. C. Sarabeswaran, as an Additional Director of the Company with effect from November 09, 2011, pursuant to section 260 of the Companies Act, 1956, read with Article 119 of the Articles of Association of the Company.

In terms of the provisions of Section 260 of the Companies Act, 1956, Mr. N. C. Sarabeswaran will hold office up to the date of this Annual General Meeting. Under the provisions of Section 257 of the Companies Act, 1956, the Company has received a notice in writing from a member along with requisite deposit proposing the appointment of Mr. N. C. Sarabeswaran as a Director of the Company. Mr. N. C. Sarabeswaran, when appointed, shall be a non-executive independent director.

None of the directors, except Mr. N. C. Sarabeswaran is interested or concerned in the resolution.

The Board commends the resolution for approval of the members.

Item No. 9

The Board of Directors in its meeting held on September 2, 2011 appointed Mr. B. V. N. Rao as Managing Director for a period of five years with effect from October 1, 2011 subject to the approval of members of the Company.

The Board of Directors decided the remuneration payable to Managing Director based on the recommendation of the Remuneration Committee as provided in the resolution with effect from October 1, 2011 for a period of five years.

The Board of Directors of the Company commends the resolution for approval of the shareholders as a Special Resolution for his appointment on the terms detailed in the resolution, with effect from October 1, 2011 in terms of Section 269 of the Companies Act, 1956 read with Schedule XIII and other applicable provisions of the Companies Act, 1956.

The above may be treated as an abstract of the terms of appointment of Mr. B. V. N. Rao under section 302 of the Companies Act, 1956.

None of the directors, except Mr. B. V. N. Rao is interested or concerned in the resolution.

Item No. 10

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., it is proposed to create, offer, follow on 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. 2,500 Crore.

The Special Resolution also seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined under Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, as may be amended from time to time ('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 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. 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 and QIP.

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

The Board of Directors of the Company commends the resolution for approval of the shareholders as a Special Resolution.

By order of the Board of Directors
For GMR Infrastructure Limited

Place: Bengaluru
Date: August 9, 2012

C. P. Sounderarajan
Company Secretary & Compliance Officer

Profile of Directors seeking appointment / reappointment at the Annual General Meeting to be held on September 11, 2012, pursuant to Clause 49 of the Listing Agreement.

Mr. Srinivas Bommidala, 49, one of the first directors of the Company and has been a member of the Board since 1996. Mr. Srinivas Bommidala entered his family tobacco export business in 1982 and led the diversification into new businesses such as Aerated water bottling plants, etc. He was also in charge of international marketing and management of the organization.

Subsequently, he led the team as the Managing Director of GMR Power Corporation Limited for setting up the first Independent Power Project. Situated at Chennai in southern part of India, this 200 MW project with slow speed diesel technology is the world's largest diesel engine power plant under one roof. He was also instrumental in implementing the 388 MW combined cycle gas turbine power project in Andhra Pradesh.

When the Government of India decided to modernise and restructure New Delhi airport under a Public Private Partnership in 2006, he became the first Managing Director of this venture and successfully managed the transition process from a public owned entity to a public private partnership enterprise.

In 2007, he took over as the Chairman of Urban Infrastructure and Highways Sector consisting of Highways, Special Economic Zones at Kakinada, Andhra Pradesh and Krishnagiri, Tamil Nadu, Construction, Commercial Property Development at New Delhi and Hyderabad Airports/ Aerotropolis and other Group Properties Businesses. Also, he was the Chairman of GMR Sports Private Limited which owns Delhi Dare Devils as IPL Franchisee.

Recently, Mr. Srinivas Bommidala took over as the Chairman of Airports business which consists of Indira Gandhi International Airport (New Delhi), Rajiv Gandhi International Airport (Hyderabad), Sabiha Gokcen International Airport (Istanbul) and Ibrahim Nasir International Airport (Malé). GMR today is among the top five airport developers in the world. He continues to spearhead Commercial Property development / Aerotropolis at New Delhi and Hyderabad airports.

He holds 451660 equity shares of the Company as on March 31, 2012.

Mr. Srinivas Bommidala is the son-in-law of Mr. G. M. Rao, brother-in-law of Mr. G. B. S. Raju and Mr. Kiran Kumar Grandhi.

Details of Mr. Srinivas Bommidala's directorships and committee memberships are as follows:

Sl No.	Name of the Company (Directorship)	Committee Chairmanship /Memberships
1.	GMR Infrastructure Limited	Member - Management Committee Member - Debenture Allotment Committee
2.	GMR Holdings Private Limited	Nil
3.	GMR Hyderabad International Airport Limited	Member - Audit Committee Member - Finance Committee
4.	GMR Hyderabad Aerotropolis Limited	Nil
5.	GMR Varalakshmi Foundation	Nil
6.	GMR Krishnagiri SEZ Limited	Member - Audit Committee
7.	GMR Sports Private Limited	Nil
8.	GMR League Games Private Limited	Nil
9.	Delhi International Airport Private Limited	Member - Share Allotment, Transfer & Grievance Committee
10.	GMR Tuni - Anakapalli Expressways Private Limited	Member - Audit Committee
11.	GMR Tambaram - Tindivanam Expressways Private Limited	Member - Audit Committee
12.	Kakinada Refinery & Petrochemicals Private Limited	Chairman - Shares Allotment & Transfer Committee
13.	B S R Infrastructure Private Limited	Nil
14.	Bommidala Tobacco Exporters Private Limited	Nil
15.	Bommidala Exports Private Limited	Nil
16.	BSR Holdings Private Limited	Nil
17.	Hotel Shivam International Private Limited	Nil
18.	Bommidala Exim Private Limited	Nil
19.	Bommidala Tobacco Threshers Private Limited	Nil

Details of Mr. Srinivas Bommidala's directorships and committee memberships are as follows (Contd.):

Sl No.	Name of the Company (Directorship)	Committee Chairmanship /Memberships
20.	GMR Gujarat Solar Power Private Limited	Nil
21.	GMR Aviation Private Limited	Nil
22.	GMR Airports Limited	Nil
23.	Kakinada SEZ Private Limited	Nil
24.	AMG Healthcare Destination Private Limited	Member - Executive Committee
25.	GMR Kishangarh Udaipur Ahmedabad Expressways Limited	Nil
26.	MAS GMR Aerospace Engineering Company Limited	Nil
27.	Delhi Duty Free Services Private Limited	Nil
28.	GMR Malé International Airport Private Limited *	Nil
29.	Istanbul Sabiha Gökçen Uluslararası Havalimanı Yer Hizmetleri A.S. (Ground Handling Company) *	Nil
30.	Istanbul Sabiha Gökçen Uluslararası Havalimanı Yatırım Yapımve İşletme A.S. (Sabiha Gokcen International Airport) *	Nil
31.	LGM Havalimanı İşletmeleri Ticaretve Turizm Anonim Şirketi *	Nil

*Companies incorporated outside India.

Mr. K. Balasubramanian, 70, Director, has close to 40 years of experience in International Banking. He has worked with four large Banks in India and abroad. Through his 25 years tenure with American Express, he held senior positions in marketing, credit and general management in several Asian and European countries. During his career with American Express Bank, he has also served as the Country Head for Korea, India and Nepal as well as the Chief Credit Officer for the Asia-Pacific region and Indian subcontinent. He was also the Managing Director and Chief Executive Officer for ING Vysya Bank Limited.

He holds nil equity shares of the Company as on March 31, 2012.

Mr. K. Balasubramanian is not related to any Director of the Company.

Details of Mr. K. Balasubramanian's Directorships and Committee memberships are as follows:

Sl No.	Name of the Company (Directorship)	Committee Chairmanship/Memberships
1.	GMR Holdings Private Limited	Nil
2.	GMR Infrastructure Limited	Nil
3.	Raxa Security Services Limited	Chairman - Audit Committee Chairman - Remuneration Committee
4.	Parrys Sugar Industries Limited	Member - Audit Committee Chairman - Shareholders/Investor Grievance Committee Member - Remuneration Committee
5.	GMR Varalakshmi Foundation	Member - Audit Committee
6.	Coromandel International Limited	Member - Audit Committee
7.	Easy Access Financial Services Limited	Chairman - Audit Committee
8.	DQ Entertainment (International) Limited	Chairman - Audit Committee
9.	Grow Talent Company Limited	Nil
10.	GMR Aviation Private Limited	Chairman - Audit Committee
11.	Inspired Leadership Gurukul	Nil

Mr. N. C. Sarabeswaran, 67, Independent Director, is a Chartered Accountant and the founding partner of Jagannathan & Sarabeswaran, Chartered Accountants, an Audit Firm with 40 years standing. He renders advisory services to various corporate clients. He was Nominee Director of Reserve Bank of India and later professional and Independent Director on the Board of Vysya Bank Limited, the predecessor of ING Vysya Bank Limited for 13 years. He was Chairman of the Audit Committee and a member of Management and Joint Venture Committees. He was the past President of Indo-Australian Chamber of Commerce. He is an Advisory Board member of a US and Australian Private Equity Fund. He is also an Independent Director and Chairman of the Audit committee of the largest Micro Finance Company in Tamil Nadu.

He holds 20,000 equity shares of the Company as on March 31, 2012.

Mr. N. C. Sarabeswaran is not related to any Director of the Company.

Details of Mr. N. C. Sarabeswaran's Directorships and Committee memberships are as follows:

Sl No.	Name of the Company (Directorship)	Committee Chairmanship/Memberships
1.	GMR Infrastructure Limited	Member - Audit Committee Member - Nomination Committee
2.	R Subbaraman & Co Private Limited	Nil
3.	GMR Energy Limited	Chairman - Audit Committee Member - Nomination Committee Member - IPO Committee
4.	Madura Micro Finance Limited	Member - Audit Committee
5.	GMR Ulundurpet Expressways Private Limited	Chairman - Audit Committee Member - Remuneration Committee Member - Securities Issue, Allotment and Transfer Committee
6.	GMR Ambala-Chandigarh Expressways Private Limited	Member - Remuneration Committee Member - Securities Issue, Allotment and Transfer Committee
7.	GMR Pochanpalli Expressways Limited	Member - Audit Committee Member - Remuneration Committee Member - Securities Issue, Allotment and Transfer Committee
8.	GMR Jadcherla Expressways Private Limited	Chairman - Audit Committee Member - Remuneration Committee Member - Securities Issue, Allotment and Transfer Committee
9.	GMR Power Corporation Limited	Nil
10.	GMR Kamalanga Energy Limited	Chairman - Audit Committee Member - Remuneration Committee
11.	GMR Highways Limited	Chairman - Audit Committee Member - Remuneration Committee Member - Securities Issue, Allotment and Transfer Committee
12.	GMR Chhattisgarh Energy Limited	Member - Remuneration Committee
13.	Kakinada SEZ Private Limited	Member - Audit Committee
14.	GMR Krishnagiri SEZ Limited	Member - Audit Committee
15.	GMR Kishangarh Udaipur Ahmedabad Expressways Limited	Member - Securities Issue, Allotment and Transfer Committee

Mr. B. V. N. Rao, 58, Managing Director, has been associated with the Group since 1990 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 has held various senior responsibilities in the Group. Currently he heads various Corporate Services such as Finance, Human Resources, Legal and Procurement, Corporate Relations, Corporate Communication and Corporate Social Responsibility. He is a Director on the Board of other companies.

He holds 150000 equity shares of the Company as on March 31, 2012.

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/Memberships
1	GMR Infrastructure Limited	Member - Shareholders Transfer & Grievance Committee Member - Management Committee Member - Debenture Allotment Committee Member - Nomination Committee
2	GMR Kamalanga Energy Limited	Chairman - Securities Allotment Committee
3	GMR Energy Limited	Member - Securities Allotment Committee Chairman - IPO Committee Member - Executive Committee
4	Kakinada SEZ Private Limited	Nil
5	GMR Varalakshmi Foundation	Nil
6	GMR Holdings Private Limited	Nil
7	Kakinada Refinery and Petrochemicals Private Limited	Nil



GMR Infrastructure Limited

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

Form of Proxy

Regd. Folio No. : No. of shares :

*DP ID No. : *Client ID No. :

I / We of being a member of GMR Infrastructure Limited do hereby appoint of or failing him / her of or failing him / her of as my / our Proxy to attend and vote for me / us, on my / our behalf at the 16th Annual General Meeting of the members of the Company to be held on Tuesday, September 11, 2012 at 2.30 p.m. at Convention Centre, NIMHANS, Hosur Road, Bengaluru - 560 029, Karnataka and / or at any adjournment thereof.

** I / We direct my/ our proxy to vote on the resolution(s) in the manner as indicated below:

Sl No.	Resolutions	For	Against
1	Adoption of Balance sheet as at March 31, 2012 and Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.		
2	Reappointment of Mr. Srinivas Bommidala as Director.		
3	Appointment of M/s. S. R. Batliboi & Associates, Chartered Accountants as Statutory Auditors of the Company.		
4	Retirement of Mr. Arun K. Thiagarajan as Director.		
5	Retirement of Mr. Uday M. Chitale as Director.		
6	Retirement of Mr. Udaya Holla as Director.		
7	Appointment of Mr. K. Balasubramanian as Director.		
8	Appointment of Mr. N. C. Sarabeswaran as Director.		
9	Appointment of Mr. B. V. N. Rao as Managing Director of the Company and payment of remuneration.		
10	Issue of securities for an aggregate amount not exceeding Rs. 2500 crore.		

Signed this day of 2012.

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.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
- 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.

* Applicable for the members holding shares in electronic form.

** This is optional. Please put a tick mark (✓) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate.



Signature of Member



GMR Infrastructure Limited

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

Attendance Slip

(16th Annual General Meeting to be held on Tuesday, September 11, 2012)

Name of the Shareholder : *DP ID No. :

Regd. Folio No.: *Client ID No. :

No. of shares held :

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

* Applicable for the members holding shares in electronic form.

Signature of the Shareholder / Proxy