



GMR Infrastructure Limited
(CIN: L45203KA1996PLC034805)

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

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s): Registered address:	E-mail Id: Folio No/Client Id*: DP ID*:
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I/We, being the member (s) of _____ shares of GMR Infrastructure Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or falling him
- 2) _____ of _____ having e-mail id _____ or falling him
- 3) _____ of _____ having e-mail id _____ or falling him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 18th Annual General Meeting of the Company, to be held on Thursday, September 18, 2014 at 3.00 p.m. at MLR Convention Centre, Brigade Millennium Campus, 7th phase, J.P. Nagar, Bangalore - 560 078, Karnataka, India 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, 2014 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.	Declaration of dividend		
3.	Re-appointment of Mr. O. Bangaru Raju as Director		
4.	Re-appointment of Mr. Srinivas Bommidala as Director		
5.	Appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company		
6.	Appointment of Dr. Prakash G. Apte as an Independent Director		
7.	Appointment of Mr. R.S.S.L.N. Bhaskarudu as an Independent Director		
8.	Appointment of Mr. N.C. Sarabeswaran as an Independent Director		
9.	Appointment of Mr. S. Sandilya as an Independent Director		
10.	Appointment of Mr. S. Rajagopal as an Independent Director		
11.	Appointment of Mr. V. Santhana Raman as an Independent Director		
12.	Appointment of Mr. C. R. Muralidharan as an Independent Director		
13.	Increase in the number of directors from the existing maximum permissible limit of fifteen to sixteen		
14.	Issue and allotment of Securities, for an amount upto ₹ 2500 Crore in one or more tranches		

Affix a
15 paise
Revenue
Stamp

Signed this..... day of..... 2014

Signature of shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

NOTES:

- 1. The form should be signed across the stamp as per specimen signature registered with the Company.
 - 2. The proxy form should be deposited at least 48 hours before the commencement of the meeting at the registered office of the Company.
 - 3. A proxy need not be a member of the Company.
 - 4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
 - 5. 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.
 - 6. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
 - 7. 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.



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ATTENDANCE SLIP

(18th Annual General Meeting to be held on Thursday, September 18, 2014)

Name of the Member:..... *DP ID No. :.....

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

No. of shares held:.....

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

* Applicable for the members holding shares in electronic form.

Signature of the Member / Proxy