



GMR Infrastructure Limited

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

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the members of GMR Infrastructure Limited will be held on Monday, August 31, 2009 at 2.30 p.m. at Convention Centre, NIMHANS, Hosur Road, Bangalore - 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, 2009 and Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Uday M Chitale, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a director in place of Mr. Udaya Holla, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a director in place of Mr. Srinivas Bommidala, who retires by rotation and, being eligible, offers himself for reappointment.
5. To appoint a director in place of Mr. Kiran Kumar Grandhi, who retires by rotation and, being eligible, offers himself for reappointment.
6. To appoint M/s. Price Waterhouse, Chartered Accountants and M/s. S.R. Batliboi & Associates, Chartered Accountants as Joint 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. Price Waterhouse, Chartered Accountants and M/s. S.R. Batliboi & Associates, Chartered Accountants be and are hereby appointed as the Joint 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."

7. To consider and approve appointment of Branch Auditors.

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 pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956 ('the Act') and Article 207 of the Articles of Association of the Company, the Board of Directors be and is hereby authorised to appoint as Branch Auditor(s) of any branch office(s) of the Company, which may be opened / acquired hereafter, in India or abroad, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditor(s) within the provisions of Section 228 of the Act and to fix their remuneration"

Place: Bangalore
Date: June 4, 2009

By order of the Board of Directors
For GMR Infrastructure Limited

C.P. Sounderajan
Company Secretary & Compliance Officer

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 Register of Members and Share Transfer Books of the Company will remain closed from Monday, August 24, 2009 to Monday, August 31, 2009 (both days inclusive).
3. The profile of the directors seeking reappointment is provided under Section "Board of Directors", in the Report on Corporate Governance, forming part of the Annual Report.
4. M/s. Price Waterhouse, Chartered Accountants and M/s. S.R. Batliboi & Associates, Chartered Accountants have expressed their willingness to be appointed as Statutory Auditors of the Company for the financial year 2009-10. Notice has been received from a member proposing their appointment as Joint Statutory Auditors for the financial year 2009-10.
5. The company may open/acquire new branches in India and abroad in future. It may be necessary to appoint Branch Auditor(s) for carrying out the audit of the accounts of such branch office(s). Hence, the approval of the members is sought to authorise the Board of Directors of the Company to appoint Branch Auditor(s) in consultation with the company's Auditors and fix their remuneration.
6. Copies of all documents referred to in the notice 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.
7. 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.
8. Members holding shares in physical form are 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.
9. Members holding shares in physical form are requested to dematerialize their shares. The transferee shall furnish a copy of the PAN card to the Company / RTA for registration of transfer of shares in physical form.
10. As per the provisions of Section 109A 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.
11. 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.
12. Members or Proxies should bring the attendance slip duly filled in for attending the meeting.
13. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the meeting.
14. No compliment or gift of any nature will be distributed at the Annual General Meeting.



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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 13th Annual General Meeting of the members of the Company to be held on Monday, August 31, 2009 at 2:30 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 resolution(s) in the manner as indicated below:

Sl. No.	Resolutions	For	Against
1	Adoption of Balance sheet as at March 31, 2009 and Profit & Loss Account for the year ended on that date and the reports of the Board of Directors' and Auditors' thereon		
2	Reappointment of Mr. Uday M Chitale		
3	Reappointment of Mr. Udaya Holla		
4	Reappointment of Mr. Srinivas Bommidala		
5	Reappointment of Mr. Kiran Kumar Grandhi		
6	Appointment of M/s. Price Waterhouse, Chartered Accountants and M/s. S.R. Batliboi & Associates, Chartered Accountants as Joint Statutory Auditors of the Company		
7	Approval for appointment of Branch Auditors		

As witness my hand /our hand(s) this day of 2009.

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. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.



Signature of Member



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ATTENDANCE SLIP

(13th Annual General Meeting to be held on Monday, August 31, 2009)

Name of the Share holder : *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.

Signature of the Shareholder / Proxy

* Applicable for the members holding shares in electronic form.