



NOTICE

NOTICE is hereby given that the 19th Annual General Meeting ('AGM') of the Members of GMR Infrastructure Limited will be held on Wednesday, September 23, 2015 at 3.00 p.m. at MLR Convention Centre, Brigade Millennium Campus, 7th phase, J.P. Nagar, Bengaluru - 560 078, Karnataka to transact the businesses detailed in the Notice of AGM. The Company on August 28, 2015, has completed the dispatch of the Notice of the AGM together with the Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 and the Annual Report for the year ended March 31, 2015 to the members at their registered addresses and also sent through e-mail to those Members who have registered their e-mail addresses with their respective Depository participants or with the Company. The Company's Annual Report is also available at the Company's website www.gmrgroup.in.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by M/s. Karvy Computershare Private Limited ('RTA') and the businesses may be transacted through such voting. The e-voting period commences from 9.00 a.m. on September 20, 2015 and ends at 5.00 p.m. on September 22, 2015 (both days inclusive). Members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. September 16, 2015, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The e-voting module shall be disabled for voting after 5.00 p.m. on September 22, 2015. The voting rights of members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on September 16, 2015. Any person, who is a member of the Company as on the cut-off date, is eligible to cast vote on all the resolutions set forth in the Notice of AGM using remote e-voting or voting at the AGM.

The facility for voting through polling paper shall also be made available at the AGM and members who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may attend the AGM, but shall not be entitled to cast their vote again. A person who has acquired shares and become a member of the Company after the dispatch of notice of AGM and holding shares as of cut-off date, may obtain the login ID and password by sending a request at evoting@karvy.com.

The Register of Members of the Company will remain closed from September 16, 2015 to September 23, 2015 (both days inclusive), during which period no transfer of shares will be registered. A person whose name is recorded in the Register of Member as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the AGM. For detailed instructions pertaining to e-voting, Members may please refer to the Notice of the AGM. In case of any queries or grievances pertaining to e-voting, Members are requested to contact Mr. S. V. Raju, DGM, M/s. Karvy Computershare Private Limited at Phone: +91-40-67161500; Email: einward.ris@karvy.com.

A member entitled to attend and vote at the AGM 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.

Proxies in order to be valid must be received by the Company at its Registered Office not less than 48 hours before the time fixed for commencement of the meeting.

To support the 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 filing the form available in the website of the Company (www.gmrgroup.in) and send to M/s. Karvy Computershare Private Limited, Registrar and Share Transfer Agent, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.

By order of the Board
For **GMR Infrastructure Limited**
Sd/-

A.S. Cherukupalli

Company Secretary & Compliance Officer

Place: Bangalore

Date: 29.08.2015