



GMR Infrastructure Limited

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

Notice

NOTICE is hereby given that the Seventeenth Annual General Meeting of the members of GMR Infrastructure Limited will be held on Tuesday, September 17, 2013 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, 2013 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 declare a dividend on equity shares.
3. To appoint a director in place of Mr. G. B. S. Raju, who retires by rotation, and being eligible, offers himself for reappointment.
4. To appoint a director in place of Mr. B. V. N. Rao, who retires by rotation, and being eligible, offers himself for reappointment.
5. To appoint M/s. S. R. Batliboi & Associates LLP, 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 LLP, 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:

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. K. R. Ramamoorthy, 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. S. Sandilya, 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. S. Rajagopal, 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, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT Mr. K. V. V. Rao, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT Mr. V. Santhana Raman, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
11. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT Mr. C. R. Muralidharan, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
12. 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, 310 and 316 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof) 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 re-appointment of Mr. G.M. Rao, as Executive Chairman of the Company for a period of five (5) years, with effect from October 18, 2012 with a remuneration as detailed below:
 - 1) Basic Salary: ₹ 23,00,000 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 ₹ 11,50,000 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 ₹ 25,000 per annum.

vi. Personal Accident Insurance

Personal Accident Insurance premium not exceeding ₹ 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. G.M. Rao, Executive Chairman 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 5% 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 Nomination and Remuneration Committee of the Board be and is hereby authorized to vary, modify and / or to re-fix the aforesaid remuneration to Mr. G. M. Rao, Executive Chairman 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 Executive Chairman 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 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."

13. 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, 310, 316 and other applicable provisions, if any, of the Companies Act, 1956 read with schedule XIII (including any statutory modification(s) or re-enactment thereof) 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. Kiran Kumar Grandhi, as Managing Director of the Company for a period of five (5) years, with effect from July 28, 2013 with a remuneration as detailed below:

- 1) Basic Salary: ₹ 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 ₹ 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. Mediciam Insurance

Mediciam insurance cover for self and family, the premium not exceeding ₹ 25,000 per annum.

vi. Personal Accident Insurance

Personal Accident Insurance premium not exceeding ₹ 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. Kiran Kumar Grandhi, Managing Director shall be 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 Nomination and Remuneration Committee of the Board be and is hereby authorized to vary, modify and / or to re-fix the aforesaid remuneration to Mr. Kiran Kumar Grandhi, 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 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."

By order of the Board of Directors
For GMR Infrastructure Limited

C. P. Sounderarajan
Company Secretary & Compliance Officer

Place: Bengaluru

Date: July 27, 2013

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. 6 to 13 and the information required to be provided under the Listing Agreement entered into with stock exchanges relating to item No. 3, 4, 7, 8, 9, 10, 11, 12 and 13 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 10, 2013 to Tuesday, September 17, 2013 (both days inclusive) for the purpose of determining the shareholders entitled to the payment of dividend declared at the Annual General Meeting on September 17, 2013 for the year ended March 31, 2013. Dividend on shares, when declared, will be paid only to those members whose names are registered as such in the Register of Members of the Company, after giving effect to valid share transfers in physical form lodged with the Company, on or before September 9, 2013 and to the Beneficial Holders as per the Beneficiary List as on September 9, 2013 provided by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

5. M/s. Karvy Computershare Private Limited is 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

Green Initiative in the Corporate Governance

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.

Usage of electronic payment modes for making cash payments to the investors

Securities and Exchange Board of India (SEBI) vide Circular Number CIR/MRD/DP/10/2013 dated March 21, 2013 issued to all Companies whose securities are listed on Stock Exchanges, all Registrars to an Issue and Share Transfer Agents (RTI & STA), all Depositories and all Stock Exchanges, has specified that for making cash payments to the investors, Companies whose securities are listed on Stock Exchanges shall use approved electronic mode of payment viz., ECS, NEFT etc.

In view of the above, members who have not registered, their Bank Account No. along with 9 digit MICR No. are requested to update their Bank Account details to comply with the aforesaid SEBI Circular:

- 1) If shares are held in electronic mode, please approach your Depository Participant (D.P.) and update your Bank Account No. along with 9 digit MICR Code No. to facilitate payments, if any, in electronic mode.
- 2) If shares are held in physical mode, please send a request to our Registrar and Share Transfer Agent viz., Karvy Computershare Pvt. Ltd., Unit: GMR Infrastructure Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081 with the following documents:
 - a) A request letter for updating Bank Account No. along with 9 digit MICR No.
 - b) Attested copy of your PAN Card.
 - c) Photocopy of your cheque leaf (to capture correct bank account no., IFSC Code and 9 digit MICR Code).

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

Item No. 6

In accordance with the provisions of Section 256 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. K. R. Ramamoorthy retires by rotation at this Annual General Meeting. He has expressed his desire not to offer himself 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 vacancy at this Meeting. As required under Section 256 of the Companies Act, 1956, resolution is proposed not to fill up the vacancy caused by the retirement of Mr. K. R. Ramamoorthy at this Meeting.

None of the directors, except Mr. K. R. Ramamoorthy is interested or concerned in this resolution.

The Board commends the resolution for approval of the members.

Item No. 7

The Board of Directors of the Company, at its meeting held on September 11, 2012, appointed Mr. S. Sandilya, as an Additional Director of the Company with effect from September 11, 2012, 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. S. Sandilya 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. S. Sandilya as a Director of the Company. Mr. S. Sandilya, when appointed, shall be a non-executive independent director.

None of the directors, except Mr. S. Sandilya 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 12, 2012, appointed Mr. S. Rajagopal, as an Additional Director of the Company with effect from November 12, 2012, 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. S. Rajagopal 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. S. Rajagopal as a Director of the Company. Mr. S. Rajagopal, when appointed, shall be a non-executive independent director.

None of the directors, except Mr. S. Rajagopal is interested or concerned in the resolution.

The Board commends the resolution for approval of the members.

Item No. 9

The Board of Directors of the Company, at its meeting held on November 12, 2012, appointed Mr. K. V. V. Rao, as an Additional Director of the Company with effect from November 12, 2012, 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. V. V. Rao 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. V. V. Rao as a Director of the Company. Mr. K. V. V. Rao, when appointed, shall be a non-executive non-independent director.

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

The Board commends the resolution for approval of the members.

Item No. 10

Pursuant to 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. V. Santhana Raman as a Director of the Company. Mr. V. Santhana Raman, when appointed, shall be a non-executive independent director.

None of the directors is interested or concerned in the resolution.

The Board commends the resolution for approval of the members.

Item No. 11

Pursuant to 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. C. R. Muralidharan as a Director of the Company. Mr. C. R. Muralidharan, when appointed, shall be a non-executive independent director.

None of the directors is interested or concerned in the resolution.

The Board commends the resolution for approval of the members.

Item No. 12

The Board of Directors in its meeting held on September 11, 2012 reappointed Mr. G. M. Rao as Executive Chairman for a period of five years with effect from October 18, 2012 subject to the approval of members of the Company.

The Board of Directors in its meeting held on May 30, 2013 decided the remuneration payable to Executive Chairman based on the recommendation of the Nomination and Remuneration Committee as provided in the resolution with effect from October 18, 2012 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 18, 2012 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. G. M. Rao under section 302 of the Companies Act, 1956.

Mr. G. M. Rao (himself), Mr. G. B. S. Raju, Mr. Kiran Kumar Grandhi (his sons) and Mr. Srinivas Bommidala (his son-in-law) are deemed to be interested or concerned in the resolution.

None of the other directors is interested or concerned in any way, in the resolution.

Item No. 13

The Board of Directors in its meeting held on July 27, 2013, as per the recommendation of the Nomination and Remuneration Committee at its Meeting held on July 27, 2013, appointed Mr. Kiran Kumar Grandhi as Managing Director in place of Mr. B. V. N. Rao and fixed his remuneration for a period of five years with effect from July 28, 2013 subject to the approval of members of the Company.

The Board of Directors of the Company commends the resolution for approval of the shareholders as a Special Resolution for his appointment and remuneration on the terms detailed in the resolution, with effect from July 28, 2013 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. Kiran Kumar Grandhi under section 302 of the Companies Act, 1956.

Mr. Kiran Kumar Grandhi (himself), Mr. G. M. Rao (his father), Mr. G. B. S. Raju (his brother), and Mr. Srinivas Bommidala (his brother-in-law) are deemed to be interested or concerned in the resolution.

None of the other directors is interested or concerned in any way, in the resolution.

By order of the Board of Directors
For GMR Infrastructure Limited

Place: Bengaluru
Date: July 27, 2013

C. P. Sounderarajan
Company Secretary & Compliance Officer

Profile of Directors seeking appointment / reappointment at the Annual General Meeting to be held on September 17, 2013, pursuant to Clause 49 of the Listing Agreement.

Mr. G. B. S. Raju, 38, is the elder son of Mr. G.M. Rao and has been on the Company's Board since 1999. He completed his bachelor's degree in commerce from Vivekananda College, University of Madras, Chennai, in 1995. He began his career as the Managing Director of GMR Energy Limited and was responsible for setting up the 220 MW barge-mounted power plant. He steered the Company's involvement in the roads sector, led Corporate Services including fund raising initiatives and spearheaded Company's foray into international business. He also heads energy, resources and other allied businesses.

He holds 544160 equity shares of the Company as on March 31, 2013.

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

Details of Mr. G. B. S. Raju's Directorships and Committee memberships are as follows:

Sl. No	Name of the Company (Directorship)	Committee Chairmanship / Membership
1.	GMR Infrastructure Limited	Member - Shareholders Transfer & Grievance Committee Member - Management Committee Member - Debenture Allotment Committee
2.	GMR Holdings Private Limited	Nil
3.	Delhi Aerotropolis Private Limited	Nil
4.	GMR Varalakshmi Foundation (section 25 Company)	Nil
5.	Delhi International Airport Private Limited	Member - Audit Committee
6.	Kakinada Refinery and Petrochemicals Private Limited	Member - Share Transfer and Allotment Committee
7.	GMR Energy Limited	Member - IPO Committee Member - Executive Committee Member - Securities Allotment Committee Member - Shareholders Transfer and Grievance Committee
8.	GBS Holdings Private Limited	Nil
9.	GMR Aviation Private Limited	Member - Remuneration Committee
10.	GMR Kamalanga Energy Limited	Nil
11.	GMR Infrastructure (UK) Limited*	Nil
12.	GMR Infrastructure (Singapore) PTE Limited*	Nil
13.	GADL (Mauritius) Limited*	Nil
14.	Limak-GMR Adi-Oratakli (Limak-GMR Joint Venture)*	Nil
15.	GADL International Limited*	Nil

*Companies incorporated outside India.

Mr. B. V. N. Rao, 59, has been associated with the Group since 1989 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 was also on the Board of Vysya Bank (now known as ING Vysya Bank Limited) for eight years. He has held various senior responsibilities in the Group. He heads Urban Infrastructure & Highways with responsibilities for Highways, EPC Division, SEZ and

GMR Varalakshmi Foundation, Corporate Relations, Legal and Procurement. He is a Director on the Board of other companies. He holds 150000 equity shares of the Company as on March 31, 2013. 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 / Membership
1	GMR Infrastructure Limited	Member - Shareholders Transfer & Grievance Committee Member - Management Committee Member - Nomination and Remuneration Committee Member - Debenture Allotment Committee
2	GMR Kamalanga Energy Limited	Chairman - Securities Allotment Committee
3	GMR Varalakshmi Foundation	NIL
4	GMR Holdings Private Limited	NIL
5	GMR Energy Limited	Member - Securities Allotment Committee Member - Executive Committee Chairman - IPO Committee
6	Kakinada Refinery And Petrochemicals Private Limited	NIL
7	Kakinada SEZ Private Limited	NIL

Mr. S. Sandilya, 65, Independent Director, is a Commerce Graduate from Chennai University and an MBA from the Indian Institute of Management, Ahmedabad. He is the current President of Society of Indian Automobile Manufacturers (SIAM) and a National Council member of the Confederation of Indian Industries (CII). He is also the current President of the International Motorcycle Manufacturers Association, Geneva. He is the Chairman of Lean Management Institute of India and a member of the Board of Lean Global Network, USA. He is on the Board of other companies. He is also currently the President of SOS Children's Villages of India, a Not-for-Profit Organization taking care of children in need.

He holds 5000 equity shares of the Company as on March 31, 2013.

Mr. S. Sandilya is not related to any Director of the Company.

Details of Mr. S. Sandilya's Directorships and Committee memberships are as follows:

Sl No.	Name of the Company (Directorship)	Committee Chairmanship/Membership
1.	GMR Infrastructure Limited	Nil
2.	Eicher Motors Limited	Member - Audit Committee Member - Shareholder Grievance Committee Member - Compensation Committee
3.	Tube Investments of India Limited	Chairman - Audit Committee Member - Compensation and Nomination Committee
4.	Lean Management Institute of India (section 25 Company)	Nil
5.	Rane Brake Linings Limited	Chairman - Audit Committee Chairman - Remuneration Committee
6.	Association of Indian Automobiles Manufacturers (Section-25 Company)	Nil
7.	Mastek Limited	Chairman- Audit Committee Chairman- Nomination Committee
8.	Mastek UK Limited*	Nil

*Company incorporated outside India.

Mr. S. Rajagopal, 73, Independent Director, holds Masters' Degree in Economics, Degrees in Commerce and Law from Gujarat University, besides Professional Qualification from Indian Institute of Banking & Finance. Having been on Boards of various Corporates and Development funds in India and abroad, Mr. S. Rajagopal has in-depth knowledge of Commerce, Industry, Finance and Insurance. He has 36 years of experience in the field of Banking Industry. He was earlier Chairman & Managing Director of Bank of India, Chairman & Managing Director of Indian Bank, and Chairman of Banking Services Recruitment Board. He is also an Advocate with specialization in company matters. He is closely associated with Academics. As the Chairman of Indian Banks' Association, he conducted Studies on Tyre, Sugar, Granite, Electronics and Film Industry among others. He was a Member of Governing Body of Madras School of Economics and Court of Banaras Hindu University.

He holds 22000 equity shares of the Company as on March 31, 2013.

Mr. S. Rajagopal is not related to any Director of the Company.

Details of Mr. S. Rajagopal's Directorships and Committee memberships are as follows:

Sl. No	Name of the Company (Directorship)	Committee Chairmanship /Membership
1.	GMR Energy Limited	Member- Audit Committee
2.	SREI Infrastructure Finance Limited	Member- Audit Committee
3.	GMR Tuni-Anakapalli Expressways Private Limited	Chairman- Audit Committee
4.	GMR Tambaram Tindivanam Expressways Private Limited	Chairman- Audit Committee
5.	National Trust Housing Finance Limited	Nil
6.	SREI Alternative Investment Managers Limited	Nil
7.	Wisdomleaf Technologies Private Limited	Nil
8.	GMR Kamalanga Energy Limited	Member- Audit Committee
9.	GMR Chhattisgarh Energy Limited	Member- Audit Committee
10.	Careercubicle Technologies Private Limited	Nil
11.	Vivek Limited	Member- Audit Committee
12.	GMR Hyderabad Vijayawada Expressways Private Limited	Chairman- Audit Committee
13.	GMR Kishangarh Udaipur Ahmedabad Expressways Limited	Chairman- Audit Committee

Mr. K. V. V. Rao, 62, is an Engineering graduate, holds a post graduate diploma in environmental sciences from Andhra University. He has a first class competency certificate issued by Ministry of Shipping, Government of India and a certificate of proficiency in boiler operations issued by Government of Maharashtra. He has an experience of over 36 years in the field of engineering and has a rich experience of about 25 years in the field of power and management. He has been involved in the development of five Greenfield projects - two power projects, two cement projects and one Ferro alloy project. He is also a Director on the Board of other companies.

He holds 182700 equity shares of the Company as on March 31, 2013.

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

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

Sl. No	Name of the Company (Directorship)	Committee Chairmanship/Membership
1.	GMR Infrastructure Limited	Nil
2.	GMR Projects Private Limited	Nil
3.	GMR Kamalanga Energy Limited	Member - Securities Allotment committee
4.	GMR Energy Limited	Member - Executive Committee Member - Securities Allotment Committee Member - IPO Committee
5.	Rampia Coal Mine And Energy Private Limited	Nil
6.	GMR Chhattisgarh Energy Limited	Nil

Mr. V. Santhana Raman, 63, was an Executive Director (ED), Bank of Baroda from October 2006, a post he held up to retirement in August 2009. His experience as a Banker spreads over a period of 39 years. Starting his banking career as an officer in 1970 in a Nationalised Bank, he handled various levels of responsibilities in officer and executive level positions. He has gained a thorough, practical and professional knowledge and skills over wide range of banking functions in Indian Bank and Bank of Baroda. As ED of Bank of Baroda, he led the Corporate Banking, Treasury, Risk Management, Balance Sheet Management, Information Technology, Inspection and Audit & Corporate Planning activities of the Bank. During his tenure, the business of the Bank (deposit and advances) almost doubled. He also was the Chairman of the Bank's international subsidiaries in Kenya, Tanzania and Uganda.

He holds NIL equity shares of the Company as on March 31, 2013.

Mr. V. Santhana Raman is not related to any Director of the Company.

Details of Mr. V. Santhana Raman's Directorships and Committee memberships are as follows:

Sl. No	Name of the Company (Directorship)	Committee Chairmanship /Membership
1.	DQ Entertainment (International) Limited	Nil
2.	DQ Entertainment PLC*	Nil

*Company incorporated outside India

Mr. C. R. Muralidharan, 65, has an impressive career spanning nearly four decades in supervision and regulation of the Banking and Insurance sectors - two significant segments of the Indian financial sector. A unique blend of experience, in both operational and executive capacities, in both sectors involving their opening to greater competition, aligning their regulatory and supervisory frameworks to international standards, and consolidation, requiring careful sequencing and coordinating with the overall financial sector and economic reform process. He has served as an Executive at senior levels in the Reserve Bank of India (RBI) with Central banking and Bank supervisory responsibilities and later at the Board level in the Insurance Regulatory and Development Authority (IRDA) for close to four decades. Significant professional expertise on bank regulation and supervision and headed the Bank regulation Division in RBI before moving to Insurance Regulation for adding insights on another arm of Financial Sector. He also served as a Whole time Member, a Board level position, in IRDA, Hyderabad for about 5 years between 2005-09. The major responsibilities included oversight of regulatory initiatives to align with international standards, involving significant liaison with the Government, other domestic financial regulators (RBI and SEBI) and the International Association of Insurance Supervisors (IAIS).

He actively participated and contributed to the work of the IAIS and represented India on its various Sub Committees on Accounting, Insurance Laws, Systems and Practices, Corporate Governance, Insurance Core Principles and Conglomerate Supervision. He was member of Joint Forum committee on Principles of Conglomerate Supervision.

He holds NIL equity shares of the Company as on March 31, 2013.

Mr. C. R. Muralidharan is not related to any Director of the Company.

Details of Mr. C. R. Muralidharan's Directorships and Committee memberships are as follows:

Sl. No	Name of the Company (Directorship)	Committee Chairmanship/Membership
1.	PTC India Financial Services Limited	Member - Audit Committee, Asset-Liability Committee, Risk Management Committee
2.	City Union Bank Limited	Member - Audit Committee, Risk Management Committee, IT Strategy Committee
3.	ICICI Prudential Asset Management Company Limited	Nil
4.	Universal Sompo General Insurance Company Limited	Member - Audit Committee

Mr. G.M. Rao, 63, is the Promoter and one of the first directors of the Company. He is an industrialist and the founder and Chairman of the GMR Group and GMR Varalakshmi Foundation, the corporate social responsibility (CSR) arm of the Group. He is a graduate in mechanical engineering from Andhra University. He was awarded the Doctorate in Philosophy in 2005 by the Jawaharlal Nehru Technological University, Hyderabad in recognition of his services to industry. He was a director on the Board of Vysya Bank for several years and also served as a non-executive chairman of ING Vysya Bank between October 2002 and January 2006. Currently, he is involved in Group-level decisions and external relations, senior leader development and organization building initiatives.

He holds 12,31,330 equity shares of the Company as on March 31, 2013.

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

Details of Mr. G. M. Rao's Directorships and Committee Memberships are as follows:

Sl. No	Name of the Company (Directorship)	Committee Chairmanship/Membership
1.	GMR Infrastructure Limited	Chairman - Management Committee
2.	GMR Holdings Private Limited	Nil
3.	GMR Airports Limited	Nil
4.	Delhi Aerotropolis Private Limited	Nil
5.	GMR Hyderabad Aerotropolis Limited	Nil
6.	Delhi International Airport Private Limited	Nil
7.	GMR Hyderabad International Airport Limited	Nil
8.	AMG Healthcare Destination Private Limited	Nil
9.	Kakinada Refinery and Petrochemicals Private Limited	Nil
10.	GMR Varalakshmi Foundation (Section 25 Company)	Nil
11.	GMR Infra Ventures LLP	Nil
12.	LGM Havalimani İşletmeleri Ticaret ve Turizm Anonim Sirketi *	Nil
13.	Istanbul Sabiha Gökçen Uluslararası Havalimani Yatırım Yapım ve İşletme A.ş. (Sabiha Gokcen International Airport)*	Nil
14.	GMR Male International Airport Private Ltd.*	Nil

*Companies incorporated outside India.

Mr. Kiran Kumar Grandhi, 37, a Graduate in Commerce, is the younger son of Mr. G.M. Rao and has been on the Company's Board since 1999. He has successfully spearheaded the setting up of the Greenfield Hyderabad International Airport and the development and modernization of Delhi International Airport, a major public-private partnership project. Earlier he headed the GMR Group's Finance function and the Shared Services. Subsequently led Highways, Construction, SEZs and allied businesses (excluding Airports SEZ). He is overseeing Group Finance and Corporate Strategic Planning Department (CSPD) functions.

He holds 8,72,160 equity shares of the Company as on March 31, 2013.

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

Details of Mr. Kiran Kumar Grandhi's Directorships and Committee Memberships are as follows:

Sl. No.	Name of the Company (Directorship)	Committee Chairmanship/Membership
1.	GMR Infrastructure Limited	Member- Management Committee
2.	GMR Sports Private Limited	NIL
3.	GMR Hyderabad International Airport Limited	NIL
4.	GMR Varalakshmi Foundation	NIL
5.	Delhi International Airport Private limited	NIL
6.	GMR Holdings Private Limited	NIL
7.	GKR Holdings Private Limited	NIL
8.	GMR Airports Limited	Member- Audit Committee
9.	Kakinada SEZ Private Limited	Chairman - Audit Committee
10.	GMR SEZ & Port Holdings Private Limited	Member- Audit Committee
11.	TVS GMR Aviation Logistics Limited	NIL
12.	GMR Highways Limited	Member - Audit Committee Chairman - Remuneration Committee Member - Securities Issue Allotment and Transfers Committee
13.	GMR Krishnagiri SEZ Limited	Member- Audit Committee
14.	GMR Male International Airport Pvt. Ltd.*	NIL

* Company incorporated outside India



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 17th Annual General Meeting of the members of the Company to be held on Tuesday, September 17, 2013 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, 2013 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.	Reappointment of Mr. G. B. S. Raju as Director		
4.	Reappointment of Mr. B.V.N. Rao as Director		
5.	Appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company		
6.	Retirement of Mr. K. R. Ramamoorthy as Director		
7.	Appointment of Mr. S. Sandilya as Director		
8.	Appointment of Mr. S. Rajagopal as Director		
9.	Appointment of Mr. K.V.V. Rao as Director		
10.	Appointment of Mr. V. Santhana Raman as Director		
11.	Appointment of Mr. C. R. Muralidharan as Director		
12.	Re-appointment of Mr. G.M. Rao, as Executive Chairman and fixing his remuneration		
13.	Appointment of Mr. Kiran Kumar Grandhi, as Managing Director and fixing his remuneration		

Signed this day of 2013.

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

(17th Annual General Meeting to be held on Tuesday, September 17, 2013)

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