

GMR Infrastructure Limited

(CIN: L45203KA1996PLC034805)

Regd. Office: Skip House, 25/1, Museum Road, Bengaluru - 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):	E-mail Id:	
Registered address:	Folio No/Client Id*:	
	DP ID*:	

I/We, being the member (s) of

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 19th Annual General Meeting of the Company to 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, 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:

SI. No.	Resolutions	For	Against
1.	Adoption of audited financial statement of the Company for the financial year ended March 31, 2015, the Reports of the		
	Board of Directors and Auditors thereon and audited consolidated financial statement of the Company for the financial		
	year ended March 31, 2015		
2.	Declaration of dividend on preference shares		
3.	Re-appointment of Mr. B.V. N. Rao as Director		
4.	Retirement of Mr. K.V.V. Rao, as Director and not to fill up the vacancy so caused		
5.	Appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company		
6.	Appointment of Mrs. Vissa Siva Kameswari as an Independent Director		
7.	Ratification of remuneration to Cost Auditor for the financial year ended March 31, 2015		
8.	Approval of remuneration to Cost Auditor for the financial year ending March 31, 2016		
9.	Approval for issue and allotment of Securities, for an amount upto ₹ 2500 Crore in one or more tranches		
10.	Approval of terms and conditions of the employee welfare scheme implemented through Welfare Trust of GMR Infra		
	Employees		
11.	Approval of re-classification of the Authorised Share Capital of the Company		

Signed this..... day of..... 2015

Signature of first Proxy holder

∆ffix a 15 paise Revenue Stamp

Signature of shareholder

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.
- The proxy form should be deposited at least 48 hours before the commencement of the meeting at the registered office of the Company. 2

A proxy need not be a member of the Company. З.

- 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 4. 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.
- 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 5. 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. 6.

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 7 * Applicable for the members holding shares in electronic form.

** This is optional. Please put a tick mark (v) 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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	GMR Infrastructur	e Limited	
	(CIN: L45203KA1996PI	_C034805)	
	Regd. Office: Skip House, 25/1, Museum Road, Be	engaluru - 560 025, Karnataka, India	
	ATTENDANCE	E SLIP	
	(19th Annual General Meeting to be held on	Wednesday, September 23, 2015)	
Name of the Member:	*DP ID No. :		
Regd. Folio No.:	*Client ID N	0	
No. of shares held:			
Note : Member / Proxy must hand over the	e duly signed attendance slip at the venue.		

* Applicable for the members holding shares in electronic form.