



GMR Infrastructure Limited

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

NOTICE

NOTICE is hereby given that the 14th Annual General Meeting of the members of GMR Infrastructure Limited will be held on Friday, August 27, 2010 at 2.30 p.m. at Jnana Jyothi Auditorium, Central College Campus, Palace Road, Bengaluru – 560 001, Karnataka, India to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2010 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. G.B.S. Raju, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a director in place of Mr. B. V. Nageswara Rao, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a director in place of Mr. Arun K. Thiagarajan, who retires by rotation and, being eligible, offers himself for reappointment.
5. To appoint a director in place of Mr. K.R. Ramamoorthy, who retires by rotation and, being eligible, offers himself for reappointment.
6. To appoint M/s. S. R. Batliboi & Associates, 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, 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:

7. Appointment of Mr. Srinivas Bommidala as Managing Director of the Company

In this connection, to consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310, 311, 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), approval of the members of the Company be and is hereby accorded for appointment of Mr. Srinivas Bommidala, as Managing Director of the Company for a period of 5 years with effect from May 24, 2010 with a remuneration that will be decided by the Board of Directors on the recommendation of the Remuneration Committee of the Board in due course of time.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of the Remuneration Committee of the Board be and is hereby authorized to vary, modify and / or to re-fix the aforesaid remuneration to Mr. Srinivas Bommidala, as Managing Director of the Company within the limits as aforesaid.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary for giving effect to the above resolution.”

8. To consider and approve issue of Securities for an aggregate amount not exceeding Rs. 5,000 Crore or equivalent thereof.

In this connection, 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 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (the “Act”) (including any amendment(s) thereto or re-enactment thereof) and the provisions of the Foreign Exchange Management Act, 2000 (the “FEMA”), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended and subject to any required approval, consent, permission and/or sanction of the Ministry of Finance (Department of Economic Affairs) and of Ministry of Industry (Foreign Investment Promotion Board/Secretariat for Industrial Assistance) and the Securities and Exchange Board of India (the “SEBI”) Regulations and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the “GOI”), the Reserve Bank of India (the “RBI”), SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges on which the Company's shares are listed and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed

by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, follow on offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity shares, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), Non Convertible Debentures with or without warrants, and/or any other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, including the issue and allotment of equity shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, to any eligible person, as permitted under applicable law including Qualified Institutional Buyers, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), Venture Capital Funds (foreign or Indian), Foreign Institutional Investors, Indian and/or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, stabilizing agents and/or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the "Investors") whether or not such Investors are members of the Company as may be decided by the Board in their discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding Rs. 5000 Crore or equivalent thereof in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate."

"**RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Act (including any amendments thereto or re-enactment thereof), the provisions of Chapter VIII of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 (the "SEBI ICDR Regulations") including any amendments thereto; and the provisions of the FEMA, Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, including any amendments thereto; the Board may at their absolute discretion, issue, offer and allot equity shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants or any securities which are convertible into or exchangeable with equity shares (collectively referred to as "Securities") of an aggregate amount not exceeding Rs. 5000 Crore or equivalent thereof in one or more foreign currency and / or Indian Rupees inclusive of such premium, as specified above, to Qualified Institutional Buyers (as defined by the SEBI ICDR Regulations) pursuant to a qualified institutional placement, as provided under Chapter VIII of the SEBI ICDR Regulations and such securities shall be fully paid up and the allotment of such Securities shall be completed within 12 (twelve) months from the date of the shareholders resolution approving the proposed issue or such other time as may be allowed by the SEBI ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI ICDR Regulations."

"**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- a. the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b. the relevant date for the determination of applicable price for the issue of the Securities shall be as per the Regulations prescribed by SEBI, RBI, GOI through its various departments or any other regulator and the pricing of any equity shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules/Regulations/statutory provisions."

"**RESOLVED FURTHER THAT** the issue to the holders of the Securities underlying the Securities shall be, inter alia, subject to the following terms and conditions:

- a. in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced *pro tanto*;
- b. in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and
- c. in the event of merger, amalgamation takeover, or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted."

"**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed."

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 293(1)(a) of the Act, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board or Management Committee or any other Committee thereof be and is hereby authorized to engage / appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.”

“RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of equity shares including but not limited to :

- a. Approving the offer document and filing the same with any other authority or persons as may be required;
 - b. Approving the specific nature and size of Security (in Rupees or such other foreign currency) to be offered, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
 - c. To affix the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and any one of the above Authorised Persons, who shall sign the same in token thereof;
 - d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of equity shares by the Company;
 - e. Opening such bank accounts and demat accounts as may be required for the transaction;
 - f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
 - g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
 - h. Making applications for listing of the equity shares of the Company on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and
 - i. To authorize or delegate all or any of the powers herein above conferred to any one or more persons, if need be.”
9. To consider and approve the borrowing of funds not exceeding the sum of Rs.20,000 Crore.

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 in supercession of the resolutions passed earlier on this subject matter, the consent of the Company be and is hereby accorded under the provisions of Section 293(1)(d) and other applicable provisions, if any of the Companies Act, 1956, to the Board of Directors of the Company to borrow from time to time all such sum(s) of money as the Directors may deem appropriate and upon such terms and conditions as they may think fit for the purposes of business of the company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), if any, may exceed the aggregate of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any point of time shall not exceed the sum of Rs. 20,000 Crore (Rupees Twenty Thousand Crore only).”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

10. To consider and approve to increase the limit of FII's holding to 35%.

In this connection, to consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person resident outside India) Regulations, 2000, as amended read with Schedule 2 thereof regarding purchase/sale of shares/convertible debentures of an Indian Company by a registered Foreign Institutional Investors (FIIs) under Portfolio

Investment Scheme ("PIS") and other applicable provisions, if any, of Foreign Exchange Management Act, 1999 (including any amendment to or re-enactment thereof), the provisions of Memorandum and Articles of Association of the Company, and the provisions of any other applicable law/s, and subject to the approval of the Government of India, Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Foreign Investment Promotion Board ("FIPB") or any other regulatory authority/institutions, as may be necessary, and subject also to the consents, permissions and sanctions of such other appropriate authorities, institutions or bodies, whether in India or abroad, as may be necessary, and also subject to such policies, notifications, clarifications, regulatory framework of the government as may be in force from time to time; consent, authority and approval of the Company be and is hereby accorded for raising the ceiling of 24% of the total paid up equity share capital of the company on investments in securities by Foreign institutional Investors (FIIs), to 35% of the paid up equity share capital of the company subject to the condition that the holding of any single FII or each SEBI approved sub-account of a FII or the concerned FII group does not exceed 10% of the paid up equity share capital of the company or such limits as are or may be prescribed, from time to time, under applicable laws, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee to which the Board may have delegated all or any of its powers) be and is hereby authorized to take all such actions/steps as may be necessary, desirable or expedient, including, if required, to accept such conditions and modifications, stipulated by any relevant authorities, as the Board may consider necessary, and to resolve and settle all questions and difficulties that may arise, and, to do all acts, deeds, matters and things which are incidental and consequential, as the Board may at its absolute discretion deem necessary or desirable for such purposes and, to execute such documents or writings as the Board may consider necessary or proper or incidental to give effect to this resolution."

By order of the Board of Directors

For **GMR Infrastructure Limited**

Place : New Delhi
Date : May 24, 2010.

C.P. Sounderarajan
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 Explanatory Statement setting out the material facts pursuant to Section 173(2) of the Companies Act, 1956 relating to item no. 7 to 10 is annexed hereto.
3. The profile of the directors seeking appointment / reappointment is provided under Section "Board of Directors", in the Report on Corporate Governance, forming part of the Annual Report.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 20, 2010 to Friday, August 27, 2010 (both days inclusive).
6. M/s. Price Waterhouse, Chartered Accountants and M/s. S. R. Batliboi & Associates, Chartered Accountants were appointed as Joint Statutory Auditors of the Company for the financial year 2009-10. M/s Price Waterhouse, Chartered Accountants have expressed their desire to discontinue as joint Statutory Auditors of the Company for the financial year 2010-11.
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 2010-11. Special Notice has been received from a member proposing their appointment as statutory auditors of the Company for the financial year 2010-11.
7. M/s. Karyv 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. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holdings shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat Accounts. Members holdings shares in physical form can submit their PAN details to the Company or the RTA.
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.

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

Item No. 7

The Board of Directors in its meeting held on May 24, 2010 appointed Mr. Srinivas Bommidala as Managing Director for a period of 5 years with effect from May 24, 2010. This is consequent to the resignation of Mr. G.B.S. Raju as Managing Director of the Company with effect from May 12, 2010.

Mr. Srinivas Bommidala, is one of the first directors of the Company. He has been a member of the Board since 1996. He is a graduate in commerce and entered his family tobacco export business in 1982 and subsequently led the diversification into new businesses such as Agri, aerated water bottling plants, etc. and was also in charge of international marketing and management of the organization. Subsequently, he led the team as the Managing Director of GMR Power Corporation Limited for setting up the first Independent Power Project. This 200 MW project with slow speed diesel technology is the world's largest diesel engine power plant under one roof situated at Chennai in southern part of India. He was also instrumental in implementing the 388 MW combined cycle gas turbine power project in Andhra Pradesh. At present, the combined generation capacity of the Group is 808 MW and also developing and implementing additional capacity of 7648 MW. When the Government of India decided to modernise and restructure New Delhi airport under a Public Private Partnership scheme in 2006, Mr. Srinivas Bommidala became the first Managing Director of this venture and successfully handled the most challenging job of managing the transition process from a public owned entity to a Public Private Partnership enterprise.

Currently, he is the Managing Director of the company and also as Chairman for Urban Infrastructure and Highways business, he is spearheading new initiatives for commercial Property development/Aerotropolis at New Delhi and Hyderabad airports. His portfolio also includes Highways (where GMR Group is one of the largest toll operators in the country), Construction, Special Economic Zones and the - Delhi Daredevils, cricket franchise of Indian Premier League for the city of New Delhi.

Remuneration of Mr. Srinivas Bommidala will be fixed by the Board on the recommendation of the remuneration committee.

The Board of Directors of the Company commends the resolution for approval of the shareholders as a Special Resolution for his appointment with effect from May 24, 2010 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. Srinivas Bommidala under section 302 of the Companies Act, 1956.

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

None of the other Directors is concerned or interested in any way in the above resolution.

Item No. 8

In order to facilitate and meet its capital expenditure needs of the ongoing projects of the Company, its subsidiaries, associates etc., and to meet any exigencies including pursuing new opportunities, etc., it is proposed to create, offer, follow on offer, issue and allot Equity shares, GDRs, ADRs, FCCBs and such other securities as stated in the resolution (the "Securities") at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate. The Company intends to issue Securities for a value upto Rs. 5,000 Crore.

The Special Resolution also seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined under Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 ('SEBI ICDR Regulations'). The Board of Directors, may in their discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations in order to facilitate and meet its capital expenditure needs of the ongoing projects of the Company, its subsidiaries, associates etc. and to meet any exigencies including pursuing new opportunities, etc. without the need for fresh approval from the shareholders. The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI ICDR Regulations.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue/ allotment/ conversion would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges under the provisions of the Listing Agreement.

Section 81(1A) of the Companies Act, 1956 and the relevant clauses of the Listing Agreement with the Stock Exchanges where the Equity Shares of the Company are listed provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of such Company in the manner laid down in Section 81

unless the shareholders in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice results in the issue of shares of the Company otherwise than to the members of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company. The Company with this resolution intends to retain the right and flexibility to undertake any of the following activities; namely issue of GDRs, ADRs, FCCBs and QIP.

None of the Directors is concerned or interested in this resolution.

The Board of Directors of the Company commends the resolution for approval of the shareholders as a Special Resolution.

Item No. 9

The Shareholders at their Meeting held on August 30, 2007 had approved the borrowings by the Company up to a limit of Rs. 10,000 Crore (Rupees Ten Thousand Crore only).

The Company is presently pursuing various plans for upcoming infrastructure projects in various sectors viz., Highways, Airport, Energy and Urban Infrastructure through its subsidiaries / other group companies. As a holding company, the Company has invested in the projects of various GMR Group Companies. Some of these projects have already achieved Commercial Operation and other projects are under implementation. The Company is further participating in bids for new projects and exploring new opportunities for further investments into infrastructure projects. In view of the substantial increase envisaged in the operations of the company and its subsidiaries in infrastructure development and consequent requirement of funds for the same, it is proposed to increase the borrowing limits by the Company up to Rs.20,000 Crore (Rupees Twenty Thousand Crore only).

As per section 293(1)(d) of the Companies Act, 1956, the approval of members of the Company is required to permit the Board to borrow moneys as specified in the resolution.

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

The Board of Directors of the Company recommends the resolution for approval of the shareholders as an Ordinary Resolution.

Item No. 10

The Foreign Institutional Investors (FIIs) have assumed a crucial role in the Indian capital market. It is proposed to facilitate greater FII investment in the Company, which would not only provide depth and liquidity to the Company's shares but will also reflect the Company's commitment to the highest standards of disclosures, transparency, and corporate governance and its operational efficiencies, global competitiveness, and proven management track record, which are the preferred investment qualifications for FIIs.

As per the provision of Regulation 5(2) of Foreign Exchange Management (Transfer or Issue of Security by a Person resident outside India) Regulations, 2000 read with schedule 2 thereof regarding purchase/sale of shares/convertible debentures of an Indian Company by a registered Foreign Institutional Investors (FIIs) under Portfolio Investment Scheme ("PIS"), the aggregate of holding of the shares and/or convertible debentures of an Indian Company by the registered FIIs shall not exceed 24% of the paid up equity capital and / or paid up value of each series of convertible debentures and the individual limit shall not exceed 10%.

The Board of Directors of the company at its meeting held on May 24, 2010 *inter-alia* passed a resolution, subject to the approval of members by way of a Special Resolution, to enhance the said FII investment limit from 24% to 35% of the paid up Equity Capital considering the interest of the registered FIIs in the shares of the Company in the Stock Exchanges and to facilitate future fund raising initiatives for funding the projects in pipeline.

The resolution in the accompanying notice will also enable the FIIs, who are considered to be prudent investors, to acquire shares of the company through authorised dealers within the revised ceiling under the portfolio investment scheme of the Reserve Bank of India.

The Board of Directors accordingly recommend the resolution in the accompanying notice for the approval of the members. However the increase shall be effected only in terms of the policies and procedures of the Government, prevailing from time to time, in this regard, and, if necessary with the approval/s of the RBI/Government. This is an enabling resolution.

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

The Board of Directors of the Company commends the resolution for approval of the shareholders as a Special Resolution.

By order of the Board of Directors

For **GMR Infrastructure Limited**

Place : New Delhi
Date : May 24, 2010.

C.P. Sounderarajan
Company Secretary & Compliance Officer



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 14th Annual General Meeting of the members of the Company to be held on Friday, August 27, 2010 at 2.30 p.m. at Jnana Jyothi Auditorium, Central College Campus, Palace Road, Bengaluru – 560 001 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, 2010 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. G.B.S. Raju		
3	Reappointment of Mr. B.V. Nageswara Rao		
4	Reappointment of Mr. Arun K. Thiagarajan		
5	Reappointment of Mr. K.R. Ramamoorthy		
6	Appointment of M/s. S.R. Batliboi & Associates, Chartered Accountants as Statutory Auditors of the Company		
7	Appointment of Mr. Srinivas Bommidala as Managing Director of the Company		
8	Issue of Securities for an aggregate amount not exceeding Rs.5,000 Crore		
9	Borrowing of funds not exceeding the sum of Rs.20,000 Crore		
10	Increasing the limit of FII's holding to 35%		

As witness my hand /our hand(s) this..... day of..... 2010.

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.

Affix a Revenue Stamp

Signature of Member



GMR Infrastructure Limited

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

ATTENDANCE SLIP

(14th Annual General Meeting to be held on Friday, August 27, 2010)

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

