



GMR Infrastructure Limited

(CIN: L45203KA1996PLC034805)

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

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the members of GMR Infrastructure Limited will be held on Thursday, September 18, 2014 at 3.00 p.m. at MLR Convention Centre, Brigade Millennium Campus, 7th phase, J.P. Nagar, Bangalore - 560 078, Karnataka, India, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the 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 dividend on equity shares and preference shares.
3. To appoint a director in place of Mr. O. Bangaru Raju, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Srinivas Bommidala, who retires by rotation, and being eligible, offers himself for re-appointment.
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 the 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 pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Prakash G. Apte (holding DIN 00045798), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company."
7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R.S.S.L.N. Bhaskarudu (holding DIN 00058527), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company."
8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. N.C. Sarabeswaran (holding DIN 00167868), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company."
9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. S. Sandilya (holding DIN 00037542), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company."
10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. S. Rajagopal (holding DIN 00022609), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion

of the twentieth Annual General Meeting of the Company.”

11. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
 “RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. V. Santhana Raman (holding DIN 00212334), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.”
12. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
 “RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. C.R. Muralidharan (holding DIN 02443277), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.”
13. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
 “RESOLVED THAT pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other approval, as may be required by law, the number of directors of the Company be increased from the existing maximum permissible limit of 15 (fifteen) to 16 (sixteen).
 RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, Article 117 of the Articles of Association of the Company be amended to read as under:
 Article 117 - Board’s maximum strength
 Unless otherwise determined by General Meeting, the number of Directors shall not be less than three and not more than Sixteen.
 RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board of Directors of the Company and the Company Secretary, be and are hereby severally authorized to complete all the formalities in this regard and to take such steps as may be necessary, appropriate or expedient to give effect to the above resolutions.”
14. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
 “RESOLVED THAT pursuant to the provisions of Sections 42, 71 and 62(1)(c) of the Companies Act, 2013 (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time and the provisions of the Foreign Exchange Management Act, 1999, as amended (the “FEMA”), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended (the “FEMA Regulations”), the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2000, as amended, the 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 including from the Ministry of Finance (Foreign Investment Promotion Board, Department of Economic Affairs), the Ministry of Commerce & Industry (Department of Industrial Policy & Promotion / Secretariat for Industrial Assistance), all other Ministries / Departments of the Government of India (“GoI”), the Reserve Bank of India (“RBI”), and the Securities and Exchange Board of India (“SEBI”) and / or any other competent authorities and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by GoI, 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 equity shares of face value ₹ 1 each (“Equity Shares”) and non-convertible debentures 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, 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, other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form), any security convertible into Equity Shares with or without voting / special rights, 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 Indian rupee denominated or denominated in foreign currency, to any eligible person, as permitted under applicable law including qualified institutional buyers, foreign / Indian 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, foreign portfolio investors, 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 upto ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore only) 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 FURTHER THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI (ICDR) Regulations"); and the provisions of the FEMA, the FEMA Regulations, the Board may at its 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 upto ₹ 2,500 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 Institutions Placement (QIP), 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 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 pursuant to Regulation 85(1) of the SEBI (ICDR) Regulations, the Board be and is hereby authorized to, at its absolute discretion, offer a discount of not more than 5% or such other percentage as permitted under applicable law to the price calculated in accordance with the pricing formula provided under Chapter VIII of the 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, Govt 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 any Securities with underlying Equity Shares 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 to the holders of such Securities at the relevant time, 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 number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; 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, redemption period, listings on one or more overseas stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Companies Act, 2013, 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 pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (the Act), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board

of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, the consent of the Company, be and is hereby accorded to the Board to offer, issue and allot Secured or Unsecured redeemable Non-convertible Debentures/Bonds in one or more tranches, on private placement basis, on such terms and conditions as the Board of Directors may determine and consider proper and most beneficial to the Company including as to when the said Debentures to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, for an amount up to ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore only) including the amounts raised through issue of any other Securities.

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 Securities 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 Indian 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 Securities 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 Securities 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."

By order of the Board of Directors
For GMR Infrastructure Limited

Place: Bangalore
Date: August 13, 2014

C.P. Sounderajan
Company Secretary & Compliance Officer

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (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. 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. 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 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.
3. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to item nos. 6 to 14 and the information required to be provided under the Listing Agreement entered into with stock exchanges relating to item No. 3, 4, 6, 7, 8, 9, 10, 11 and 12 are annexed hereto.
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 AGM.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 11, 2014 to Thursday, September 18, 2014 (both days inclusive) for the purpose of determining the members entitled to the payment of dividend declared at the AGM on September 18, 2014 for the year ended March 31, 2014. 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 10, 2014 and to the Beneficial Holders as per the Beneficiary List as on September 10, 2014 provided by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. 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.
8. 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 RTA of the Company. Members holding shares in dematerialized form must send advice about change in address to their respective Depository Participants.
9. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the members, in respect of equity shares held by them. Nomination forms can be obtained from the RTA.
10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s. Karvy Computershare Private Limited (RTA) / Depositories.

11. In terms of Section 205C of the Companies Act, 1956, the Company has transferred the share application money received by the Company for allotment of shares and due for refund remaining unpaid or unclaimed for a period of seven years from the date they became due for payment to the Investor Education and Protection Fund, established by the Central Government.
12. Members desirous of obtaining any information concerning 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.
13. Members or Proxies should bring the attendance slip duly filled in for attending the Meeting.
14. 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.
15. No compliment or gift of any nature will be distributed at the Meeting.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members with facility to exercise their votes by electronic means through e-voting services provided by M/s. Karvy Computershare Private Limited, on all resolutions set forth in this Notice.

The instructions and other information relating to e-voting are as under:

The procedure for e-voting is as below:

(i) In case of Members receiving e-mail from M/s. Karvy Computershare Private Limited:

- a) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- b) Enter the login credentials i.e. User ID and Password mentioned below this communication. Your Folio No./ DP ID-Client ID will be your User-ID.

User - ID	For Members holding shares in Demat Form:- a) For NSDL:- 8 character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID
	For Members holding shares in physical form:- • Event Number followed by Folio Number registered with the Company
Password	In case of members who have not registered their email addresses, their User-ID and Password is printed below.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- c) After entering the details appropriately, Click on "LOGIN".
- d) You will now reach Password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the "EVENT" i.e., GMR Infrastructure Limited.
- g) On the voting page, the number of shares as held by the members as on the Cut Off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, then enter all shares and click "FOR/AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- h) Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- i) You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- j) Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer through e-mail ID: sree@sreedharancs.com with a copy marked to evoting@karvy.com.
- k) Once you have cast your vote on resolution, you will not be allowed to modify it subsequently.
- l) The e-voting period commences on September 11, 2014 at 09:00 a.m. and ends on September 13, 2014 at 6:00 p.m. (both days inclusive). During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date (record date), being Friday, August 15, 2014, may cast their vote by electronic means in the manner and process setout hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

ii) In case of Members receiving physical copy of the Notice of AGM by Post (for Members whose e-mail addresses are not registered with the Company/ Depositories):

- (i) Initial Password is provided as below / at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (a) to (j) of (i) above, to cast vote.
- m) In case of any query pertaining to e-voting, please visit Help & Frequently Asked Questions (FAQ's) for members and e-voting User Manual for members available at the download section of <https://evoting.karvy.com> (Karvy's website) or contact M/s. Karvy Computershare Pvt. Ltd. at 1800 345 4001 (Toll free).
- n) The results of e-voting will be announced by the Company in its website and the same shall also be informed to the Stock Exchanges

Other Instructions

1. Mr. V. Sreedharan (Membership No. FCS 2347), Practicing Company Secretary has been appointed as the Scrutinizer for conducting the e-voting process (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
2. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
3. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
4. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at www.gmrgroup.in and on Service Provider's website at <https://evoting.karvy.com> within two (2) days of passing of the resolutions at the 18th Annual General Meeting of the Company on September 18, 2014 and communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Nos. 6 to 12:

The Company had, pursuant to the provisions of clause 49 of the listing agreement entered with the stock exchanges, appointed Dr. Prakash G. Apte, Mr. R.S.S.L.N. Bhaskarudu, Mr. N.C. Sarabeswaran, Mr. S. Sandilya, Mr. S. Rajagopal, Mr. V. Santhana Raman and Mr. C. R. Muralidharan as Independent Directors of the Company at different points of time. All these directors were appointed as retiring directors under the erstwhile Companies Act, 1956.

As per Section 149 of the Companies Act, 2013, every listed public company is required to have at least one-third of the total number of directors as independent directors who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of the above directors as independent directors to hold office for 2 (two) consecutive years for a term up to the conclusion of the 20th Annual General Meeting of the Company.

Dr. Prakash G. Apte, Mr. R.S.S.L.N. Bhaskarudu, Mr. N.C. Sarabeswaran, Mr. S. Sandilya, Mr. S. Rajagopal, Mr. V. Santhana Raman and Mr. C.R. Muralidharan have given a declaration to the Board that they meet with the criteria of independence under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these directors fulfil the conditions specified in the Companies Act, 2013 for appointment as Independent Directors and the proposed directors are independent of the management.

In Compliance with the provisions of Section 149 read with schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the appointment of these directors as independent directors is placed before the members for their approval.

Except these directors, being appointees or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out in Item Nos. 6 to 12.

The Board recommends passing of the resolutions set out in Item Nos.6 to 12 as ordinary resolutions.

Item No. 13:

In view of the substantial increase in the operations of the Company in Infrastructure development which require deliberations and resolutions of complex issues, it is proposed to broad base the Board of the Company. The increase in size of the Board would enable the Company to have persons with varied expertise and competencies on the Board.

As per Section 149 of the Companies Act, 2013, a Company may appoint more than fifteen directors after passing a special resolution. Hence, the existing Article 117 of the Articles of Association of the Company requires an amendment for appointment of more than fifteen directors, subject to the approval of the members pursuant to Section 149 of the Companies Act, 2013.

As per Section 14 of the Companies Act, 2013, amendments to the Articles of Association of the Company require the approval of the members of the Company at a general meeting by a special resolution.

It is proposed to alter the Articles of Association of the Company to increase the maximum number of Directors from 15 to 16.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid Resolution.

The Board recommends passing of the resolution set out in Item No.13 as a special resolution.

Item No. 14:

The Special Resolution proposed is an enabling resolution to facilitate and meet the capital expenditure needs of the ongoing projects of the Company, its subsidiaries, associates etc., and to meet any exigencies including pursuing new opportunities, etc.. As the Company has done in the past, it is proposed to create, offer, follow on offer, issue and allot Equity shares, GDRs, ADRs, FCCBs, equity linked instruments, debentures 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. Section 42 of the Companies Act, 2013 read with the applicable rules requires a Company to pass a previous Special resolution once in a year for all the offer or invitation for non-convertible debentures to be made during the year through a private placement basis in one or more tranches.

The Special Resolution also seeks to empower the Board of Directors to undertake a Qualified Institutions Placement with Qualified Institutional Buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be amended from time to time (“the 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 Company may, in accordance with applicable laws, offer a discount of not more than 5% or such other percentage as permitted under applicable law to the price determined pursuant to the SEBI (ICDR) Regulations. The “Relevant Date” for this purpose will be the date when the Board or the Committee thereof decides to open the Qualified Institutions Placement for subscription.

The Company therefore seeks a fresh approval which will enable the Company to meet its fund requirements as and when required, by providing an option to the Board of Directors to decide the type and manner of securities to be offered in the best interests of the Company.

The Special Resolution seeks to give the Board the powers to issue any of the 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 62(1)(c) of the Companies Act, 2013 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 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 62(1)(c) and other applicable provisions of the Companies Act, 2013 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, QIPs, Equity linked instruments, Non-Convertible Debentures and other securities upto ₹ 2,500 Crore.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid Resolution.

The Board recommends passing of the resolution set out in Item No. 14 as a Special Resolution.

By order of the Board of Directors
For GMR Infrastructure Limited

Place: Bangalore
Date: August 13, 2014

C.P. Sounderarajan
Company Secretary & Compliance Officer

Profile of Directors seeking appointment / re-appointment at the Annual General Meeting to be held on September 18, 2014, pursuant to Clause 49 of the Listing Agreement

Mr. O. Bangaru Raju has been a member of the Board of Directors since 2007. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He has over 30 years of diverse experience in the fields of finance and infrastructure business. Presently, he is the Managing Director of GMR Highways Limited. Under his guidance, the commercial operation of all the highway projects awarded by the NHAI was achieved. He led the core team for successful structured funding by assigning annuity receivables and the issue of —AAA rated bonds, which resulted in a substantial reduction in the cost of borrowings for the Company. He has undergone a management training course with Harvard University, U.S.A.

He holds 55,000 equity shares of the Company as on March 31, 2014.

Mr. O. Bangaru Raju is not related to any Director of the Company.

Details of Mr. O. Bangaru Raju’s Directorships and Committee memberships are as follows:

Sl. No	Name of the Company (Directorship)	Committee Chairmanship / Membership
1.	GMR Infrastructure Limited	Member - CSR Committee
2.	GMR Tuni-Anakapalli Expressways Limited	Member - Audit Committee Member - CSR Committee Member - Nomination and Remuneration Committee
3.	GMR Tambaram Tindivanam Expressways Limited	Member - Audit Committee Member - CSR Committee Member - Nomination and Remuneration Committee
4.	GMR Ambala-Chandigarh Expressways Private Limited	Member - Audit Committee Member - Nomination and Remuneration Committee Member - Securities Issue, Allotment and Transfer Committee

5.	Delhi Aerotropolis Private Limited	Nil
6.	GMR Highways Limited	Member - Audit Committee Member - CSR Committee Member - Nomination and Remuneration committee Member - Securities Issue, Allotment and Transfer Committee
7.	GMR Jadcherla Expressways Limited	Member - Audit Committee Member - Nomination and Remuneration committee
8.	GMR Hyderabad Vijayawada Expressways Private Limited	Member - Audit Committee Chairman - Project Management Committee Chairman - Securities Issue, Allotment and Transfer Committee Member - Nomination and Remuneration Committee
9.	GMR Chennai Outer Ring Road Private Limited	Member - Audit Committee Chairman - Project Management Committee Member - Securities Issue, Allotment and Transfer Committee Member - Nomination and Remuneration Committee
10.	GMR Highways Projects Private Limited	Nil
11.	GMR Kishangarh Udaipur Ahmedabad Expressways Limited	Member - Audit Committee Member - CSR Committee Member - Securities Issue, Allotment and Transfer Committee Member - Nomination and Remuneration Committee Chairman - Project Management Committee
12.	Indian Highways Management Company Limited	Nil
13.	Vasavi Charitable Trust	Nil

Mr. Srinivas Bommidala, a Group Director, is one of the first directors of the Company. He has been a member of the Board since 1996. He entered his family tobacco export business in 1982 and subsequently led the diversification into new businesses such as aerated water bottling plants, etc. and was also in charge of international marketing and management of the organisation.

Subsequently, he led the team as the Managing Director of GMR Power Corporation Limited for setting up the first independent power project. This project with slow speed diesel technology is the world's largest diesel engine power plant under one roof situated at Chennai in the southern part of India. He was also instrumental in implementing the combined cycle gas turbine power project in Andhra Pradesh.

When the Government decided to modernise and restructure Delhi Airport under a public private partnership scheme in 2006, he became the first Managing Director of this venture and successfully handled the transition process from a public owned entity to a public private partnership enterprise. He is currently the Chairman of the airports business and continues to spearhead commercial property development / Aerotropolis at the Delhi Airport and the Hyderabad Airport.

He holds 4,51,660 equity shares of the Company as on March 31, 2014.

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

Details of Mr. Srinivas Bommidala'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 Member- Debenture Allotment Committee
2.	GMR Aviation Private Limited	NIL
3.	GMR Hyderabad International Airport Limited	Member - Audit Committee
4.	GMR Hyderabad Aerotropolis Limited	NIL
5.	GMR Varalakshmi Foundation	NIL
6.	GMR Krishnagiri SEZ Limited	Member - Audit Committee
7.	GMR Sports Private Limited	NIL
8.	GMR Airports Limited	NIL
9.	GMR Holdings Private Limited	NIL
10.	Delhi International Airport Private Limited	Member - Share Allotment, Transfer and Grievance Committee
11.	Kakinada SEZ Private Limited	NIL
12.	AMG Healthcare Destination Private Limited	NIL
13.	MAS GMR Aerospace Engineering Company Limited	Member - Audit Committee
14.	B S R Infrastructure Private Limited	NIL
15.	Bommidala Tobacco Exporters Pvt. Ltd.	NIL
16.	Bommidala Exports Pvt. Ltd.	NIL
17.	BSR Holdings Private Ltd.	NIL
18.	Hotel Shivam International Pvt. Ltd.	NIL

19.	Delhi Duty Free Services Private Limited	NIL
20.	Istanbul Sabiha Gökçen Uluslararası Havalimanı Yer Hizmetleri A.Ş., (Ground Handling Company)*	NIL
21.	GMR Male International Airport Pvt. Ltd.*	NIL
22.	GMR Megawide Cebu Airport Corporation, Philippines*	NIL

*incorporated outside India.

Dr. Prakash G. Apte has been on the Company's Board since 2005. He has a doctorate degree in economics from Columbia University, a postgraduate diploma in management from the Indian Institute of Management, Kolkata and a bachelor's degree in technology (Mechanical Engineering) from the Indian Institute of Technology, Mumbai. He was UTI chair professor at the Indian Institute of Management, Bangalore. He taught economics at the Vassar College, Poughkeepsie, U.S., and Columbia University. He was a consultant at Edison Electric Institute, New York and a project manager at Centron Industrial Alliance, Mumbai. He has published four books and several articles in academic journals and professional media. He has served on expert committees appointed by NSE and SEBI and is a consultant to several leading organizations in Government, public and private sectors. He has also been a visiting faculty at the Katholieke Universiteit Leuven, Belgium.

He holds 30,000 equity shares of the Company as on March 31, 2014.

Dr. Prakash G. Apte is not related to any Director of the Company.

Details of Dr. Prakash G. Apte's Directorships and Committee memberships are as follows:

Sl No.	Name of the Company (Directorship)	Committee Chairmanship/Membership
1.	GMR Infrastructure Limited	Member - Nomination and Remuneration Committee Member - Corporate Governance Committee
2.	UTI Trustee Company Private Limited	Member - Audit Committee

Mr. R.S.S.L.N. Bhaskarudu has been on the Company's board since 2005. He is also on the Board of Directors of GMR Hyderabad International Airport Limited and Delhi International Airport Private Limited. He graduated from the College of Engineering, Andhra University with a degree in electrical engineering and has over 48 years of experience in management and leadership positions. He worked for more than 20 years at Bharat Heavy Electricals Limited and was involved in the development and production of turbine generator sets. He was also the Managing Director of Maruti Udyog Limited, where he worked for 16 years and was a member / chairman of the Public Enterprises Selection Board of the Government. He is also on the Board of other companies.

He holds NIL equity shares of the Company as on March 31, 2014.

Mr. R.S.S.L.N. Bhaskarudu is not related to any Director of the Company.

Details of Mr. R.S.S.L.N. Bhaskarudu's Directorships and Committee memberships are as follows:

Sl. No	Name of the Company (Directorship)	Committee Chairmanship / Membership
1.	GMR Infrastructure Limited	Member- Audit Committee Chairman - Stakeholders' Relationship Committee Member - Corporate Governance Committee Chairman - Nomination and Remuneration Committee Chairman - CSR Committee
2.	Fatpipe Networks Limited	Chairman - Audit Committee Chairman - Investor Grievance Committee Chairman - Remuneration Committee Chairman - Corporate Grievances Committee
3.	Delhi International Airport Private Limited	Member - Audit Committee Chairman - CSR Committee Chairman - Committee of the Board for considering change in Accounting Policy for NACIL
4.	GMR Hyderabad International Airport Limited	Chairman - Audit Committee Chairman - CSR Committee Chairman - Nomination and Remuneration Committee Chairman - Share Allotment and Transfer Committee
5.	GMR Upper Karnali Hydro Power Public Limited*	Member - Audit Committee
6.	GMR Male International Airport Private Limited*	Chairman - Audit Committee
7.	GMR Airports Limited	Chairman- Audit Committee Chairman - CSR Committee Chairman- Nomination and Remuneration Committee Chairman- Share Allotment and Transfer Committee

* Incorporated outside India.

Mr. N.C. Sarabeswaran is a Chartered Accountant and the Founding partner of Jagannathan & Sarabeswaran, Chartered Accountants, an Audit Firm with 40 years standing. He renders advisory services to various corporate clients. He was Nominee Director of Reserve Bank of India and later professional and Independent Director on the Board of Vysya Bank Limited, the predecessor of ING Vysya Bank Limited for 13 years. He was Chairman of the Audit Committee and a member of Management and Joint Venture Committees. He was the past President of Indo-Australian Chamber of Commerce. He is an Advisory Board member of a US and Australian Private Equity Fund. He has been a Director of the Company since 2011.

He holds 20,000 equity shares of the Company as on March 31, 2014.

Mr. N. C. Sarabeswaran is not related to any Director of the Company.

Details of Mr. N. C. Sarabeswaran's Directorships and Committee memberships are as follows:

Sl. No.	Name of the Company (Directorship)	Committee Chairmanship/Membership
1.	GMR Infrastructure Limited	Chairman - Audit committee Member - Nomination and Remuneration Committee Chairman - Corporate Governance Committee
2.	R. Subbaraman & Co Private Limited	Nil
3.	GMR Energy Limited	Chairman - Audit committee Chairman - Shareholders Transfer & Grievance Committee Member - Nomination and Remuneration Committee Member - IPO Committee
4.	Madura Micro Finance Limited	Member - Audit committee
5.	GMR Pochanpalli Expressways Limited	Member - Audit committee Chairman - CSR Committee Chairman - Nomination and Remuneration Committee Member - Securities issue, allotment and transfer committee
6.	GMR Power Corporation Limited	Nil
7.	GMR Kamalanga Energy Limited	Chairman - Audit committee Member - Nomination and Remuneration Committee
8.	GMR Highways Limited	Chairman - Audit committee Chairman - CSR Committee Chairman - Nomination and Remuneration Committee Member - Securities issue, allotment and transfer committee
9.	GMR Chhattisgarh Energy Limited	Member - Nomination and Remuneration Committee
10.	GMR Airports Limited	Nil
11.	Delhi International Airport Private Limited	Nil

Mr. S. Sandilya is a commerce graduate from Chennai University and has a Post Graduate Diploma in business administration from the Indian Institute of Management, Ahmedabad. He is the immediate past president of Society of Indian Automobile Manufacturers (SIAM). He is also the immediate past president of the International Motorcycle Manufacturers Association, Geneva. In addition, he is also the chairman of the Lean Management Institute of India and a member of the board of Lean Global Network, United States. He is also currently the president of SOS Children's Villages of India, a not-for-profit organisation involved in caring for children in need. He has been Director of the Company since 2012.

He holds 5,000 equity shares of the Company as on March 31, 2014.

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	Chairman - CSR Committee Member - Nomination and Remuneration Committee Member - Audit Committee Member - Stakeholders Relationship Committee Member - Compensation Committee
3.	Tube Investments of India Limited	Chairman - Audit Committee Member - Nomination and Remuneration Committee Member - CSR Committee
4.	Lean Management Institute of India (Section 25 Company)	Nil
5.	Rane Brake Lining Limited	Chairman - Audit Committee Member - Nomination and Remuneration Committee
6.	Association of Indian Automobiles Manufacturers (Section 25 Company)	Nil
7.	Mastek Limited	Chairman - Audit Committee Member - Nomination and Remuneration Committee
8.	Mastek UK limited*	Nil
9.	National Skill Development Corporation	Nil

* Incorporated outside India.

Mr. S. Rajagopal holds a Masters' Degree in Economics, Degrees in Commerce and Law from Gujarat University and a Professional Qualification from the Indian Institute of Banking and Finance. Having been on the Boards of various Companies and Development Funds in India and abroad, he has 36 years of experience in the field of Banking. He was previously Chairman and Managing Director of the Bank of India, Chairman and Managing Director of Indian Bank, and Chairman of the Banking Services Recruitment Board. He is also an advocate with specialisation in company matters. He has been Director of the Company since 2012.

He holds 22,000 equity shares of the Company as on March 31, 2014.

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 Infrastructure Limited	Member - Audit Committee
2.	GMR Energy Limited	Member - Audit Committee Member - Nomination and Remuneration Committee
3.	SREI Infrastructure Finance Limited	Member - Audit Committee
4.	GMR Tuni-Anakapalli Expressways Limited	Chairman - Audit Committee Chairman - CSR Committee Chairman - Nomination and Remuneration Committee
5.	GMR TambaramTindivanam Expressways Limited	Chairman - Audit Committee Chairman - CSR Committee Chairman - Nomination and Remuneration Committee
6.	National Trust Housing Finance Limited	Member - Audit Committee
7.	SREI Alternative Investment Managers Limited	Nil
8.	Wisdomleaf Technologies Private Limited	Nil
9.	GMR Kamalanga Energy Limited	Member - Audit Committee Member - Nomination and Remuneration Committee
10.	GMR Chhattisgarh Energy Limited	Chairman - Audit Committee Chairman - Nomination and Remuneration Committee Member - Securities Allotment Committee Member - CSR Committee
11.	Careercubicle Technologies Private Limited	Nil
12.	Vivek Limited	Chairman - Audit Committee
13.	GMR Hyderabad Vijayawada Expressways Private Limited	Chairman - Audit Committee Chairman - Nomination and Remuneration Committee Member - Securities Issue Allotment and Transfer Committee
14.	GMR Kishangarh Udaipur Ahmedabad Expressways Limited	Chairman - Nomination and Remuneration Committee Chairman - CSR Committee Member - Securities Issue Allotment and Transfer Committee

Mr. V. Santhana Raman 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 has been Director of the Company since 2013.

He holds NIL equity shares of the Company as on March 31, 2014.

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.	GMR Infrastructure Limited	Nil
2.	DQ Entertainment (International) Limited	Member - Audit Committee
3.	GMR Energy Limited	Member - CSR Committee
4.	DQ Entertainment PLC*	Nil
5.	Rajapalayam Mills Limited	Nil
6.	Ramaraju Surgical Cotton Mills Limited	Nil
7.	GMR BajoliHoli Hydropower Private Limited	Member - Audit Committee Member - Nomination and Remuneration Committee

*Incorporated outside India.

Mr. C. R. Muralidharan has a career spanning nearly four decades in supervision and regulation of the Indian banking and insurance sectors. He has experience in both operational and executive capacities. He has served as an executive at senior levels in the Reserve Bank of India with central banking and bank supervisory responsibilities for more than three decades and half and headed the Department of Banking operations and development. Later he joined at the board level in the Insurance Regulatory and Development Authority ("IRDA") and served as a whole time member for four years and half between 2005-2009. He has participated and contributed to the work of the International Association of Insurance Supervisors 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 also a member of the Joint Forum Committee on Principles of Conglomerate Supervision. He has been Director of the Company since 2013.

He holds NIL equity shares of the Company as on March 31, 2014.

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.	GMR Infrastructure Limited	Nil
2.	PTC India Financial Services Limited	Member - Audit Committee Member - Asset Liability Committee Member - Risk Management Committee Member - Shareholders and Investor Grievance Committee
3.	City Union Bank Limited	Member - Audit Committee Member - Risk Management Committee Member - IT Strategy Committee Member - Special Committee to monitor large value fraud
4.	ICICI Prudential Asset Management Company Limited	Chairman - Investment Committee
5.	Universal Sompo General Insurance Company Limited	Chairman - Audit Committee