



GMR INFRASTRUCTURE LIMITED

(CIN: L45203KA1996PLC034805)

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

Website: www.gmrgroup.in

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting ('AGM') 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 to transact the businesses detailed in the Notice of the meeting. The Company on August 24, 2014 has completed the dispatch of the Notice of the meeting together with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the Annual Report for the year ended March 31, 2014 to the Members at their registered addresses and also sent through e-mail to those Members who have registered their e-mail addresses with their respective Depository participants or with the Company. The Company's Annual Report is also available at the Company's website www.gmrgroup.in.

A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Proxies in order to be valid must be received by the Company at its Registered Office not less than 48 hours before the time fixed for commencement of the meeting.

Notice is also hereby given pursuant to Section 91 of the Companies Act, 2013 and Clause 16 of the Listing Agreement that the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 11, 2014 to Thursday, September 18, 2014 for the purpose of AGM and payment of dividend, if declared at the AGM.

The Members are hereby informed that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of M/s. Karvy Computershare Private Limited, the Registrar and Share Transfer Agents of the Company, for providing e-voting facility to the Members of the Company. The instructions for e-voting are given in the Notice of AGM.

The e-voting period shall commence on September 11, 2014 at 9.00 a.m. and ends on September 13, 2014 at 6.00 p.m. (both days inclusive). The e-voting module shall be disabled by M/s. Karvy Computershare Private Limited for voting thereafter. During the e-voting period, Members of the Company, holding shares in physical form or dematerialized form, as on the cut-off date, Friday, August 15, 2014 may cast their vote by electronic means. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The Board of Directors of the Company has appointed Mr. V. Sreedharan, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

For detailed instructions pertaining to e-voting, Members may please refer to the Notice of the AGM. In case of any queries or grievances pertaining to the e-voting, Members are requested to contact Mr. S. V. Raju, AGM, M/s. Karvy Computershare Pvt. Ltd. at Phone: +91-40-44655000; Email: einward.ris@karvy.com.

To support the green initiative, Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses by filing the form available in the website of the Company (www.gmrgroup.in) and send to M/s. Karvy Computershare Pvt. Limited, Registrar and Share Transfer Agent, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081.

Place: Bangalore
Date: August 26, 2014

By order of the Board
for GMR Infrastructure Limited
Sd/-
C.P. Sounderajan
Company Secretary & Compliance Officer