



## GMR Infrastructure Limited

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

### NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the members of GMR Infrastructure Limited will be held on Friday, September 2, 2011 at 2.30 p.m. at Convention Centre, NIMHANS, Hosur Road, Bengaluru – 560 029, Karnataka, India to transact the following business:

#### Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2011 and Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. O. Bangaru Raju, who retires by rotation, and being eligible, offers himself for reappointment.
3. To appoint a director in place of Mr. R. S. S. L. N. Bhaskarudu, who retires by rotation, and being eligible, offers himself for reappointment.
4. To appoint a director in place of Dr. Prakash G. Apte, who retires by rotation, and being eligible, offers himself for reappointment.
5. To appoint a director in place of Mr. Kiran Kumar Grandhi, 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. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company and subject to such sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded for payment of remuneration to Mr. Srinivas Bommidala, Managing Director of the Company for a period of five (5) years with effect from May 24, 2010 as detailed below:

- I. From May 24, 2010 to March 31, 2011: NIL
- II. From April 1, 2011 to May 23, 2015:

1. Basic Salary: Rs. 14,00,000/- per month.
2. Perquisites:

#### Category – A:

##### I. Housing

House Rent Allowance @ 50% of Basic Salary or Rent Free Unfurnished Accommodation for an amount not exceeding Rs.7,00,000/- per month.

##### II. Leave Travel Concession

Leave Travel Concession for anywhere in India, for self and family once in two years in a block of four years.

##### III. Club Fees

Membership fees in any two clubs not being admission and Life Membership fees.

#### IV. Medical Reimbursement

Reimbursement of medical expenses incurred on self and / or family.

#### V. Mediclaim Insurance

Mediclaim insurance cover for self and family, the premium not exceeding Rs.25,000/- per annum.

#### VI. Personal Accident Insurance

Personal Accident Insurance premium not exceeding Rs. 25,000/- per annum.

#### Category – B:

- I. Contribution to Provident fund, Superannuation fund or Annuity fund as per the Company's rules and applicable provisions of the relevant statutes. Gratuity payable should not exceed half month's salary for each completed year of service.
- II. Encashment of leave as per Company's rules.

#### Category – C:

Provision of cars and telephones (landline & mobiles).

The valuation of perquisites shall be as per the provisions of the Income Tax Act.

**RESOLVED FURTHER THAT** Mr. Srinivas Bommidala, Managing Director be and is hereby entitled in addition to the remuneration specified above, a Commission on the net profits, subject to the total remuneration including Salary, Perquisites and Commission be within the overall limit of 3% of the Net Profits of the Company calculated in accordance with the provisions of the Companies Act, 1956 for a financial year.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein above, where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Managing Director as Salary, Perquisites and any other allowances shall be governed by and be subject to the ceilings provided under Section II of Part II of Schedule XIII to the Companies Act, 1956 or such other limit as may be prescribed by the Government from time to time as minimum remuneration, unless permission from Central Government is obtained for paying more.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed fit for the purpose of giving effect to the above resolutions."

By order of the Board of Directors  
For GMR Infrastructure Limited

Place : Bengaluru  
Date : May 30, 2011.

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 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 26, 2011 to Friday, September 2, 2011 (both days inclusive).
6. M/s. Karvy 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.
7. 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.

8. 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 holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the RTA.
9. As per the provisions of Section 109A of the Companies Act, 1956, nomination facility is available to the Members, in respect of the equity shares held by them. Nomination forms are available and can be obtained from the RTA.
10. 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.
11. Members or Proxies should bring the attendance slip duly filled in for attending the meeting.
12. 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.
13. No compliment or gift of any nature will be distributed at the Annual General Meeting.

### Important Communication to Members

The Ministry of Corporate Affairs, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including annual report can be sent by e-mail to its members. To support this green initiative, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses by filling the form available in the website of the Company ([www.gmrgroup.in](http://www.gmrgroup.in)) and send it to M/s. Karvy Computershare Pvt. Ltd., Registrar and Share Transfer Agent, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081.

## 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 subject to the approval of members of the Company. Members in their Annual General Meeting held on August 27, 2010 approved the aforesaid appointment with a remuneration that would be decided by the Board of Directors on the recommendation of the Remuneration Committee.

The Board of Directors at the meeting held on May 30, 2011 decided the remuneration payable to Managing Director based on the recommendation of the Remuneration Committee, as provided in the resolution with effect from May 24, 2010 for a period of five years.

A brief profile of Mr. Srinivas Bommidala is provided below:

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. 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.

He holds 451660 equity shares of the Company as on March 31, 2011.

Details of his Directorships and Committee Memberships are as follows:

Sl No.	Name of the Company (Directorship)	Committee Chairmanship/Memberships
1	GMR Infrastructure Limited	Member - Management Committee Member - Debenture Allotment Committee
2	GMR Highways Limited	Chairman - Remuneration Committee Chairman - Securities Issue Allotment & Transfer Committee Member - Audit Committee
3	GMR Hyderabad International Airport Limited	Member - Audit Committee Member - Shares Allotment and Shares Transfer Committee
4	GMR Hyderabad Aerotropolis Limited	-
5	GMR Varalakshmi Foundation	-
6	GMR Krishnagiri SEZ Limited	Member - Audit Committee
7	GMR Sports Private Limited	-
8	GMR League Games Private Limited	-
9	GMR Holdings Private Limited	-
10	Delhi International Airport Private Limited	Member - Share Allotment, Transfer & Grievance Committee
11	GMR Tuni - Anakapalli Expressways Private Limited	Member - Audit Committee
12	GMR Tambaram - Tindivanam Expressways Private Limited	Member - Audit Committee
13	GMR Ambala - Chandigarh Expressways Private Limited	Chairman - Securities Issue Allotment & Transfer Committee
14	Kakinada Refinery & Petrochemicals Private Limited	-
15	B S R Infrastructure Private Limited	-
16	Bommidala Tobacco Exporters Private Limited	-
17	Bommidala Exports Private Limited	-
18	BSR Holdings Private Limited	-
19	Hotel Shivam International Private Limited	-
20	Bommidala Exim Private Limited	-
21	GMR Hyderabad Vijayawada Expressways Private Limited	-
22	GMR Chennai Outer Ring Road Private Limited	Chairman - Remuneration Committee Chairman - Securities Issue Allotment & Transfer Committee
23	Bommidala Tobacco Threshers Private Limited	-
24	GMR SEZ & Port Holdings Private Limited	-
25	GMR Gujarat Solar Power Private Limited	-

This may be treated as an abstract 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. Kiran Kumar Grandhi (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.

The Board recommends the resolution for the approval of the members.

By order of the Board of Directors  
For GMR Infrastructure Limited

Place: Bengaluru  
Date: May 30, 2011.

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 15th Annual General Meeting of the members of the Company to be held on Friday, September 2, 2011 at 2.30 p.m. at Convention Centre, NIMHANS, Hosur Road, Bengaluru – 560 029, Karnataka and / or at any adjournment thereof.

\*\* I / We direct my/ our proxy to vote on the resolution(s) in the manner as indicated below:

Sl. No.	Resolutions	For	Against
1	Adoption of Balance sheet as at March 31, 2011 and Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.		
2	Reappointment of Mr. O. Bangaru Raju		
3	Reappointment of Mr. R. S. S. L. N. Bhaskarudu		
4	Reappointment of Dr. Prakash G. Apte		
5	Reappointment of Mr. Kiran Kumar Grandhi		
6	Appointment of M/s. S.R. Batliboi & Associates, Chartered Accountants as Statutory Auditors of the Company		
7	Approval for payment of remuneration to Mr. Srinivas Bommidala, Managing Director.		

Signed this ..... day of ..... 2011.

**NOTES:**

1. Revenue stamps of not less than 15 paise must be affixed on the form.
2. The form should be signed across the stamp as per specimen signature registered with the Company.
3. The proxy form should be deposited at least 48 hours before the commencement of the meeting at the registered office of the Company.
4. A proxy need not be a member of the Company.
5. 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.
6. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the column "For" or "Against" as appropriate.

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

\*\* This is optional. Please put a tick mark (✓) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate.



Signature of Member



**GMR Infrastructure Limited**

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

**ATTENDANCE SLIP**

(15th Annual General Meeting to be held on Friday, September 2, 2011)

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