

**GMR INFRASTRUCTURE LIMITED**

(CIN: L45203MH1996PLC281138)

Regd. Office: Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India.
Ph: +91 22 4202 8000 Fax: +91 22 4202 8004 Web: www.gmrgroup.in E-mail: Gil.Cosecy@gmrgroup.in

Form MGT-11**PROXY FORM***(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)*

Name of the member (s):		E-mail Id:	
Registered address:		Folio No/Client Id*:	
		DP ID*:	

I / We being the members of shares of GMR Infrastructure Limited, hereby appoint:

- 1) of having e-mail id or failing him
- 2) of having e-mail id or failing him
- 3) of having e-mail id

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 20th Annual General Meeting of the Company to be held on Wednesday, September 14, 2016 at 3.00 p.m. at Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai - 400050, Maharashtra, India and / or at any adjournment thereof.

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

Sl. No.	Resolutions	For	Against
1.	Adoption of Audited financial statements (including consolidated financial statement) of the Company for the financial year ended March 31, 2016, and the Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. G. B. S. Raju as Director.		
3.	Re-appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company.		
4.	Appointment of Mr. Jayesh Desai as a Director of the Company.		
5.	Re-appointment of Mrs. Vissa Siva Kameswari as an Independent Director of the Company.		
6.	Re-appointment of Mr. R.S.S.L.N. Bhaskarudu as an Independent Director of the Company.		
7.	Re-appointment of Mr. N.C. Sarabeswaran as an Independent Director of the Company.		
8.	Re-appointment of Mr. S. Sandilya as an Independent Director of the Company.		
9.	Re-appointment of Mr. S. Rajagopal as an Independent Director of the Company.		
10.	Re-appointment of Mr. C.R. Muralidharan as an Independent Director of the Company.		
11.	Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2017.		
12.	Approval to make investment in securities under Section 186 of the Companies Act, 2013.		
13.	Ratification of the Material Related Party Transactions entered by the Company for the financial year 2015-16.		
14.	Approval for issue and allotment of Securities, for an amount upto ₹ 2,500 Crore in one or more tranches.		

Signed this day of 2016

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Signature of ShareholderAffix
Revenue
Stamp.....
Signature of first Proxy holder.....
Signature of second Proxy holder.....
Signature of third Proxy holder**NOTES:**

1. The form should be signed across the stamp as per specimen signature registered with the Company.
2. The proxy form should be deposited at least 48 hours before the commencement of the meeting at the registered office of the Company.
3. A proxy need not be a member of the Company.
4. 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.
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.

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ATTENDANCE SLIP**(20th Annual General Meeting to be held on Wednesday, September 14, 2016)**

Name of the Member: *DP ID No.:

Regd. Folio No.: *Client ID No.:

No. of shares held:

Note: Member / Proxy must hand over the duly signed attendance slip at the venue.

*Applicable for the members holding shares in electronic form.

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Signature of the Member / Proxy