



GMR Infrastructure Limited

(CIN: L45203KA1996PLC034805)

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

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): Registered address: E-mail Id: Folio No/Client Id*: DP ID*:

I/We, being the member (s) of _____ shares of GMR Infrastructure Limited, hereby appoint:

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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 19th Annual General Meeting of the Company to be held on Wednesday, September 23, 2015 at 3.00 p.m. at MLR Convention Centre, Brigade Millennium Campus, 7th phase, J.P. Nagar, Bengaluru - 560 078, Karnataka, 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:

Table with 4 columns: Sl. No., Resolutions, For, Against. Contains 11 rows of resolutions for the AGM.

Signed this..... day of..... 2015

Signature of shareholder

Affix a 15 paise 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.
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.
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 (v) 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

(19th Annual General Meeting to be held on Wednesday, September 23, 2015)

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.

Signature of the Member / Proxy