

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

The Company's Corporate Governance philosophy is founded upon transparency, integrity, honesty, accountability upholding its values and beliefs that vibrates and resonates with the spirit of the principles of governance. Good corporate governance is an integral part of the management in its pursuit for excellence, growth and value creation. The Company always strive to ensure compliance with regulatory requirements both in letter and spirit besides being responsive to the aspirations of our stakeholders. The Company recognizes that governance is a conscious and continuous process across the Organization, which enables the Company to adopt best practices to retain and enhance the trust of all our stakeholders.

1. Board of Directors

A. Composition of Board

The Board consists of eight Directors including a Non-Executive Chairman, a Managing Director and two Executive Directors (as on 31.03.2010). Four Directors are Independent Directors (i.e., 50%). All important strategic policy matters are deliberated at the Board Meetings where the role of Independent Directors is crucial. The Independent Directors are professionals with high credentials who actively contribute in the deliberations of the Board. The Board of Directors of the Company has an optimum combination of non-executive and independent directors, which is in conformity with Clause 49 of the Listing Agreements with the Stock Exchanges.

The name and categories of Directors on the Board and the number of Directorship and Committee Chairmanships/Memberships held by them in other Companies as on March 31, 2010 are given below:

Name of the Director	Director Identification Number (DIN)	Category	No. of Directorships in other public limited companies #		No. of Committee positions in other public limited companies \$	
			Chairman of the Board	Member of the Board	Chairman of the Committee	Member of the Committee
Mr. K.Balasubramanian Chairman *	00009132	Non-Independent and Non Executive	–	5	1	1
Mr. R. Ramakrishnan Managing Director	00680202	Non-Independent and Executive	–	–	–	–
Mr. T. C. S. Reddy Director (Technical)	01064778	Non-Independent and Executive	–	–	–	–
Mr. A. Sankara Rao Executive Director	00229921	Non-Independent and Executive	–	–	–	–
Mr. S. Sandilya Director	00037542	Independent and Non-Executive	1	3	2	2
Mr. Uday M. Chitale Director	00043268	Independent and Non-Executive	–	5	2	3
Mr. V. P. Singh Director	00015784	Independent and Non-Executive	–	3	1	–
Mr. N. V. Varadarajulu Director	00011736	Independent and Non-Executive	–	–	–	–

There are no inter-se relationships between our Board members.

* Appointed as an Additional Director with effect from October 27, 2009

Excludes Directorships / Committee Positions in Private Limited Companies which are not subsidiaries of Public Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956.

\$ Figures include Directorships / Committee Positions in Audit Committee and Shareholders / Investors Grievance Committee only.

None of the above Directors hold any shares in the Company as on March 31, 2010.

B. Board Meetings

The Board meets atleast once in a quarter to review the financial results and other items on the agenda, which are distributed to the Directors in advance. Four Board meetings were held during the year ended March 31, 2010. These were held on 26 May, 2009; 27 July, 2009; 27 October, 2009 and 29 January, 2010 and the maximum gap between the two Board Meetings did not exceed four months.

None of the Non-Executive Directors have any material pecuniary relationship or transaction with the Company.

C. Directors' Attendance

The attendance of Directors at Board Meetings held during the financial year ended March 31, 2010 and at the previous Annual General Meeting held on 17 September, 2009 was as follows:

Name of the Director	No. of Board Meetings held during the period 01.04.2009 to 31.03.2010		Attendance at the previous AGM
	Held	Attended	
Mr.K. Balasubramanian (*)	4	2	No
Mr. R. Ramakrishnan	4	4	Yes
Mr. T. C. S. Reddy	4	3	Yes
Mr. A. Sankara Rao	4	-	No
Mr. N. V. Varadarajulu	4	3	Yes
Mr. Uday M. Chitale	4	3	Yes
Mr. V. P. Singh	4	3	Yes
Mr. S. Sandilya	4	4	Yes
Mr. B. V. N. Rao (**)	4	1	Yes

D. Changes in the composition of Directors during financial year 2009-10

(*) Mr. K. Balasubramanian was appointed as Additional Director with effect from 27.10.2009

(**) Mr. B.V.N. Rao resigned from the Board with effect from 19.10.2009.

E. Code of Conduct

The Company has adopted the code of conduct for all Board members and Senior Management as required under Clause 49 of the Listing Agreement. The Code is posted on the Company's website: www.gmrindustries.in. All Board members and Senior Management personnel have affirmed compliance with the Code on an annual basis and a declaration to this effect by Mr. R. Ramakrishnan, Managing Director is attached to this Report.

A code of business conduct and ethics applicable to all the employees of the group has been communicated which are to be followed in day to day work life that will enable employees to maintain highest standards of values in their conduct to achieve organizational objectives.

F. Profile of Directors retiring by rotation and seeking re-appointment and new appointment in pursuance of Clause 41 of the Listing Agreement.

Name of the Director	Uday M. Chitale	N.V. Varadarajulu	K. Balasubramanian	D. Kumaraswamy
Date of Birth	20th October, 1949	7th July, 1937	3rd December, 1942	5th June, 1953
Date of Appointment	12th August, 2006	30th January, 2000	27th October, 2009	18th May, 2010
Qualifications	Chartered Accountant	B.E. (Mechanical) PG Diploma in Sugar Engg.	Graduate in Commerce from the University of Madras, Advanced Management Programme from Harvard Business School	B.Com., Chartered Accountant & Company Secretary
Expertise in specific functional area	Banking, Finance Advisory Services	Sugar Technocrat	International banking, finance and general management	Finance & General Business Management
Chairman/Director of other Companies	Director of other Companies DFK Consulting Services (India) Pvt. Ltd. DFK International DelVal Flow Controls Pvt. Ltd. Electronica Plastic Machines Ltd. GMR Infrastructure Ltd. ICICI Securities Primary Dealership Ltd. ICICI Securities Ltd. Indian Council for Dispute Resolution Janalakshmi Financial Services Pvt. Ltd. JSW Steel Ltd. Vemagiri Power Generation Ltd.	-	Director of other Companies GMR Holdings Pvt. Ltd. GMR Varalakshmi Foundation Coromandel Fertilisers Ltd. Easy Access Financial Services Ltd. DQ Entertainment Ltd. Grow Talent Company Ltd. Raxa Security Services Ltd.	Parry America Inc. Parry Phytoremedies Pvt. Ltd.

Name of the Director	Uday M. Chitale	N.V. Varadarajulu	K. Balasubramanian	D. Kumaraswamy
Chairman/Member of the Committees(*) of the Boards of which he is a Director	<u>Audit Committee</u> DeVal Flow Controls Pvt. Ltd. - Member Electronica Plastic Machines Ltd.- Member GMR Infrastructure Ltd.- Member ICICI Brokerage Services Ltd. - Chairman ICICI Securities Ltd. - Chairman JSW Steel Ltd.- Chairman Vemagiri Power Generation Ltd.- Member <u>Shareholders/Investors Grievance Committee</u> JSW Steels Ltd. - Member	-	<u>Audit Committee</u> Coromandel Fertilisers Ltd.- Member DQ Entertainment Ltd. – Member	-
No. of shares held in the Company	Nil	Nil	Nil	Nil

(*) includes Audit, Remuneration and Shareholders/Investors Grievance Committees of other Companies.

2. Audit Committee

A. Composition of the Audit Committee:

The Audit Committee of the Board comprises of four members viz., Mr. Uday M. Chitale; Mr. K. Balasubramanian; Mr. V. P. Singh and Mr. N. V. Varadarajulu. Mr. Uday M. Chitale is the Chairman of the Audit Committee. He is an Independent Director and Chartered Accountant by profession. The Audit Committee comprises of three Independent Directors and the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreements have been complied with. Mr. B. M. Rath, Company Secretary acts as the Secretary of the Committee.

Chief Financial Officer is a permanent invitee to the Audit Committee Meetings. The Managing Director, Statutory Auditors, Internal Auditors, Cost Auditor and other members of the senior management attend when invited to the meetings.

B. Meetings and Attendance during the year

During the financial year ended March 31, 2010, the Audit Committee met four times on May 26, 2009; July 27, 2009; October 26, 2009 and January 29, 2010 and the maximum gap between the two Audit Committee Meetings did not exceed four months. The composition of the Audit Committee and particulars of meetings attended by the members of the Audit Committee are given below:

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1.	Mr. Uday M. Chitale	4	3
2.	Mr. K. Balasubramanian (*)	4	1
3.	Mr. V. P. Singh	4	4
4.	Mr. N. V. Varadarajulu	4	3
5.	Mr. B. V. N. Rao (*)	4	1

(*) Mr. B.V.N. Rao ceased to be a member of the Audit Committee consequent upon his resignation as Director w.e.f. 19.10.2009. The Committee was reconstituted w.e.f. 27.10.2009 by inclusion of Mr. K. Balasubramanian.

The necessary quorum was present for all the meetings.

Mr. Uday M. Chitale, Chairman of the Audit Committee was present at the Annual General Meeting held on September 17, 2009.

C. The Terms of reference of Audit Committee:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommend to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees and approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Review with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956
 - Changes, if any, in accounting policies and practices and reasons for the same

- c) Major accounting entries involving estimates based on the exercise of judgment by management
 - d) Significant adjustments made in the financial statements arising out of audit findings
 - e) Compliance with listing and other legal requirements relating to financial statements
 - f) Disclosure of any related party transactions
 - g) Qualifications in the draft audit report.
4. Review with the management, the quarterly financial statements before submission to the board for approval.
 5. Review with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter.
 6. Review with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 7. Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 8. Discuss with internal auditors any significant findings and follow up there on.
 9. Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 10. Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 12. To review the functioning of the Whistle Blower mechanism.
 13. Carry out any other function as is mentioned in the terms of reference of the Audit Committee.

3. Remuneration Committee

A. Composition of the Remuneration Committee

The Remuneration Committee comprises of four members viz, Mr. V. P. Singh; Mr. Uday M. Chitale; Mr. K. Balasubramanian and Mr. N. V. Varadarajulu. Mr. V. P. Singh, an independent Director, is the Chairman of the Remuneration Committee. Mr. B.M. Rath, Company Secretary acts as Secretary to the Remuneration Committee. The Chairman of the Remuneration Committee was present at the Annual General Meeting.

B. Terms of Reference

The Remuneration Committee, *inter alia*, shall

- Determine and recommend to the Board, the remuneration payable including any revision in remuneration payable to Managing Directors / Executive Directors / Non-Executive Directors.
- Take into consideration and ensure the compliance of provisions under Schedule XIII of the Companies Act, 1956, while determining the remuneration.
- To consider such other matter as the Board may advise the Committee.

C. Remuneration Committee Meetings

The Remuneration Committee Meetings would be held whenever matters pertaining to the remuneration payable including any revision in remuneration payable to Managing Directors/Executive Directors/Non-Executive Directors, are to be considered.

During the financial year 2009-10 the Committee met two times on July 27, 2009 and October 26, 2009.

D. Attendance of Remuneration Committee Members during the financial year 2009-10

Sr. No.	Name of the Member	No. of Committee Meetings	
		Held	Attended
1.	Mr. V. P. Singh	2	2
2.	Mr. B. V. N. Rao*	2	–
3.	Mr. Uday M. Chitale	2	1
4.	Mr. N. V. Varadarajulu	2	1
5.	Mr. K. Balasubramanian*	2	–

*Mr. B.V.N. Rao ceased to be a member of the Remuneration Committee consequent upon his resignation as Director w.e.f. 19.10.2009. The Committee was reconstituted w.e.f. 27.10.2009 by inclusion of Mr. K. Balasubramanian.

E. Remuneration Policy

i) Remuneration to Executive Directors

Remuneration to the Executive Directors comprises of Salary, Allowances & Perquisites and performance incentive. While determining the remuneration, the Committee shall take into account the financial position of the Company, prevailing trend in the industry, qualification, experience and past performance of the person. The performance incentive is determined based on performance parameters as per the Company's Policy and also based on certain pre-agreed performance parameters. The Company does not have any Employees Stock Option Scheme.

Details of remuneration paid during the financial year 2009-10 are furnished hereunder:

(Rs. in Lakhs)

Name of the Director	Salary	Allowances & Perquisites	Incentive	Total ***
Mr. R. Ramakrishnan – Managing Director*	18.68	50.39	1.87	70.94
Mr. T. C. S. Reddy – Director (Technical)	10.43	27.09	1.04	38.56
Mr. A. Sankara Rao**	4.00	–	–	4.00
Total	33.11	77.48	2.91	113.50

Note: (*) In view of the inadequacy of profit during the financial year 2009-10, the Company had filed application with the Central Government and the Central Government has approved the remuneration paid to the Managing Director in excess of the limits specified in Schedule XIII of the Companies Act, 1956.

(**) The remuneration is paid to Mr. Sankara Rao as Executive Director w.e.f. 01.08.2009. The Company had paid a total sum of Rs. 10,50,000/- to Mr. Sankara Rao towards advisory services during his tenure as Non-Wholetime Director from 01.11.2007 till 31.07.2009 and filed an application with the Central Government for approval u/s 297 & 309(5B) of the Companies Act, 1956. Since the application filed by the Company has not been considered favourably by the Central Government, Mr. Sankara Rao has returned the said sum to the Company.

(***) Contribution to provident fund and other benefits are excluded

ii) Remuneration to Non Executive Directors

Non-Executive Directors are paid sitting fees at Rs.10,000/- for each Board Meeting and Rs.5,000/- for each Committee Meeting. The Company also reimburses the out of pocket expenses incurred by the Directors for attending the Meeting. The details of sitting fees paid to the Non-Executive Directors for the financial year 2009-10 are as under:

(Rs. in Lakhs)

Name of the Director	Sitting Fees
Mr. N. V. Varadarajulu	0.50
Mr. V. P. Singh	0.60
Mr. Uday M. Chitale	0.50
Mr. S. Sandilya	0.40
Total	2.00

4. Shareholders / Investors Grievance Committee

A. Composition of the Committee:

The Shareholders / Investors Grievance Committee comprises of Mr. K. Balasubramanian and Mr. R. Ramakrishnan. Mr. K. Balasubramanian, Non-Executive Director, is the Chairman. The composition of the Committee meets the requirements of Clause 49 of the Listing Agreement. Mr. B. M. Rath, Company Secretary & Compliance Officer acts as the Secretary of the Committee.

The functions of the committee include (i) dealing with the investors complaints like delay in transfers of shares, non-receipt of balance sheet, non-receipt of declared dividends/share certificates, dematerialization of shares, replacement of lost / stolen / mutilated share certificates, etc., (ii) investigate into investors complaints and take necessary steps for redressal thereof (iii) to perform all functions relating to the interest of shareholders/investors of the Company as may be required by the provisions of the Companies Act, 1956, Listing Agreements and the guidelines issued by SEBI or any other regulatory authority.

Name, designation and address of Compliance Officer:

Mr. B.M. Rath, General Manager (Legal) & Company Secretary
 GMR Industries Limited
 SKIP House, 25/1, Museum Road
 Bangalore -560 025
 Tel: 080-40534021 Fax: 080-40534057

B. Meetings of the Shareholders/Investors Grievance Committee

During the financial year 2009-10, the Committee met four times on May 26, 2009; July 27, 2009; October 27, 2009 and January 29, 2010.

C. Attendance of Shareholders/Investors Grievance Committee Members are as under:

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1.	Mr. K. Balasubramanian*	4	2
2.	Mr. R. Ramakrishnan	4	4
3.	Mr. B. V. N. Rao*	4	1

*Mr. B.V.N. Rao ceased to be a member of the Shareholders/Investors Grievance Committee consequent upon his resignation as Director w.e.f. 19.10.2009. The Committee was reconstituted w.e.f. 27.10.2009 by inclusion of Mr. K. Balasubramanian.

D. The details of complaints received during the financial year 2009-10 and status of the same are given below:

Sr. No.	Particulars	No. of complaints		
		Received	Resolved	Pending
1.	Non-receipt of dividend warrants	40	40	–
2.	Non-receipt of securities	35	35	–
3.	Non-receipt of Annual Report	4	4	–
4.	Non-receipt of securities after transfer	11	11	–
	Total	90	90	–

5. General Body Meetings

(a) Annual General Meetings

The venue, date and time of the Annual General Meetings held during the preceding three years and the Special Resolution passed thereat are as under:

Year	Date & Time of Meeting	Venue	Special resolutions passed
2008-09	September 17, 2009	Khincha Hall, Bharatiya Vidya Bhavan, Race Course Road, Bangalore-560 001	1) Payment of remuneration to the Managing Director in excess of the limits as per Sub Clause C of Section II of Part II of Schedule XIII of the Companies Act, 1956. 2) Payment of remuneration to the Director – Technical in excess of the limits as per Sub Clause B of Section II of Part II of Schedule XIII of the Companies Act, 1956. 3) Payment of remuneration to the erstwhile Managing Director in excess of the limits as per Sub Clause B of Section II of Part II of Schedule XIII of the Companies Act, 1956.
2007-08	September 25, 2008 at 9.30 a.m.	KLN Prasad Auditorium, P.B. No.14, Federation House, 11-6-841, Redhills, Hyderabad-500 004	Appointment of Mr. A. Sankara Rao, Director as Advisor for a period of three years with effect from 01.11.2007 on a monthly remuneration of Rs. 50,000/- plus out of pocket expenses.
2006-07	September 25, 2007 at 9.30 a.m.	KLN Prasad Auditorium, P.B.No.14, Federation House, 11-6-841, Redhills, Hyderabad - 500 004	Nil

(b) Extraordinary General Meetings

There were no Extraordinary General Meetings during the preceding three years.

(c) There were no Special Resolutions passed through postal ballot during the Financial year 2009-10.

6. Disclosures

(i) Disclosure on materially significant related party transactions that may have potential conflict with the interests of company at large:

There are no transactions which may have potential conflicts with the interests of the Company at large. Transactions with related parties are disclosed in Note No. 12 of the schedule to the accounts.

(ii) Details of non-compliance by the company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years. No penalties or strictures have been imposed by the Stock Exchanges or SEBI or any statutory authority.

(iii) Whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee.

With a view to maintain high level of legal, ethical and moral standards and to provide a platform for the employees to voice their concern on any malpractices, impropriety, abuse or wrongdoing, the GMR Group has formulated a whistle blower policy which is applicable to the company and its subsidiary. The employees can raise his/her concern to the designated person and necessary action will be taken. This mechanism has been communicated to the employees. During the year under review, the company has not received any complaint or concern.

(iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.

The Company has complied with all the mandatory requirements on Corporate Governance as specified in Clause 49 of the Listing Agreement with the Stock Exchanges.

So far as the adoption of non-mandatory requirements are concerned, the Company has constituted a Remuneration Committee of the Board of Directors and the whistle blower policy of the Group has been made applicable to the Company.

(v) Corporate Identity Number (CIN)

The Corporate Identity Number of the Company allotted by the Ministry of Corporate Affairs, Government of India is: L28100KA1986PLC049077.

(vi) Compliance certificate of the Auditors

Certificate from a Practicing Company Secretary M/s. V. Sreedharan & Associates confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to this Report.

(vii) Secretarial Audit

A qualified practicing Company Secretary carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL. The audit is carried out every quarter and report thereon is submitted to the Stock Exchanges and is placed before the Board of Directors.

(viii) Enterprise Risk Management

The Company has an integrated approach to manage inherent risk in various aspects of its business.

7. Means of communication

The Annual Reports, notices and other communications have been sent to each shareholder through post. The quarterly/annual (consolidated) financial results of the Company as per the statutory requirements under Clause 41 of the Listing Agreement with the Stock Exchanges and the segment-wise reports are generally published in "Business Line" and "Samyukta Karnataka" (a regional daily in Kannada language). The quarterly/annual financial results, shareholding pattern and other updates on the working of the Company have been posted on the Company's website: www.gmrindustries.in. Besides the above, the Company also submits, inter alia, to the Stock Exchanges, the full version of the Annual Report including Balance Sheet, Profit & Loss Account, Directors Report, Auditors Report and Cash Flow Statement; quarterly report on corporate governance; quarterly/half yearly/yearly unaudited/audited financial results taken on record by the Board of Directors; quarterly shareholding pattern; quarterly secretarial audit report; disclosure as per SEBI (SAST) Regulations and SEBI (Prohibition of Insider Trading) Regulations; Limited Review Reports of Auditors; details of appointment/resignation of Directors and Company Secretary and such other reports as may be specified. In terms of Clause 51 of the Listing Agreement with the Stock Exchanges, the Company also submits the statements, information and reports on the Corporate Filing and Dissemination System (CFDS) which are available at www.corpfiling.co.in

8. General Shareholder information

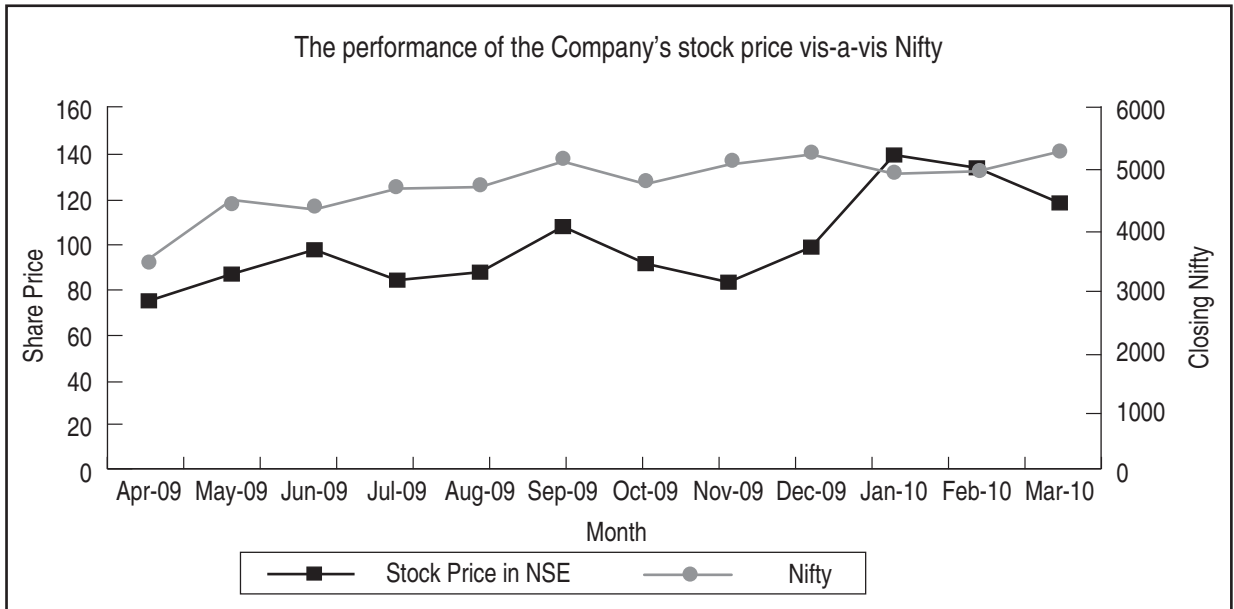
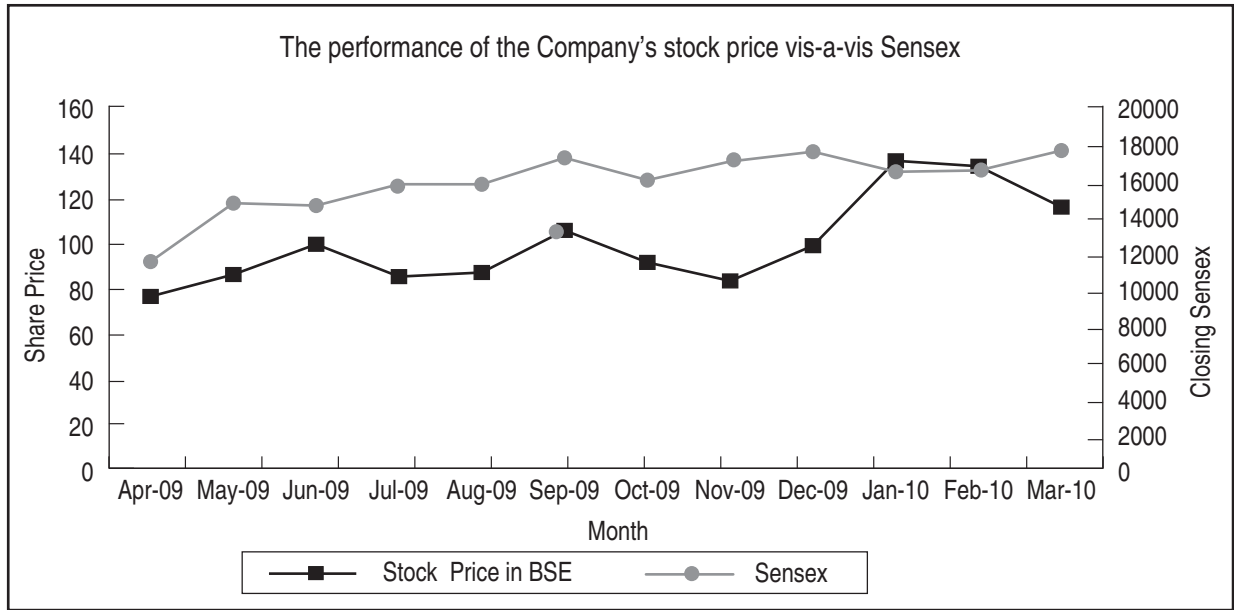
I.	AGM:	Date: 4th August, 2010 Time: 11.00 A.M. Venue: Khincha Hall, Bhartiya Vidya Bhavan, Race Course Road, Bangalore 560 001	
II.	Financial Calendar	Financial year: April 1 to March 31	
		The financial results are proposed to be declared as per the following tentative schedule:	
		Particulars	Tentative schedule
		Financial reporting for the quarter ending June 30, 2010	Before August 15, 2010
		Financial reporting for the quarter/half year ending September 30, 2010	Before November 15, 2010
		Financial reporting for the quarter/nine months ending December 31, 2010	Before February 15, 2011
		Financial reporting for the quarter/year ending March 31, 2011.	In April/May 2011
		Annual General Meeting for the year ending March 31, 2011.	August/ September, 2011
III.	Date of Book Closure	27.07.2010 to 04.08.2010 (both days inclusive)	
IV.	Dividend payment date	Nil	
V.	Listing on Stock Exchanges	<p>Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Tel Nos: (022) 22721233/34 Fax: (022) 22723121 Stock Code: 500162</p> <p>National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G. Block Bandra – Kurla Complex, Bandra (E), Mumbai - 400 051 Tel. Nos. (022) 26598100-8114 Fax: (022) 26598237/38 Stock Code: GMRINDS</p> <p>The Company has paid listing fees for the financial year to each of the Stock Exchanges.</p>	

VI. Market Price Data: High and Low during each month in the last financial year

Month	NSE			BSE		
	High	Low	NIFTY	High Price	Low Price	SENSEX
April, 2009	81.60	66.60	3473.95	81.55	70.10	11403.25
May, 2009	99.70	72.10	4448.95	99.30	71.70	14625.25
June, 2009	113.00	80.25	4291.10	114.70	83.00	14493.84
July, 2009	93.95	72.50	4636.45	95.00	74.15	15670.31
August, 2009	96.40	77.10	4662.10	96.80	76.00	15666.64
September, 2009	132.70	81.00	5083.95	129.70	80.25	17126.84
October, 2009	103.00	78.00	4711.70	103.20	78.50	15896.28
November, 2009	89.00	75.65	5032.70	88.10	77.25	16926.22
December, 2009	115.85	79.75	5201.05	115.85	80.60	17464.81
January, 2010	162.05	114.85	4882.05	160.75	110.60	16357.96
February, 2010	145.55	120.00	4922.30	147.35	119.20	16429.55
March, 2010	137.60	97.00	5249.10	135.00	95.50	17527.77

VII. Share price performance compared with broad-based indices

Company's share price vis-a-vis Sensex



VIII. Registrar and Transfer Agents

Main Office

Karvy Computershare Pvt. Ltd.

Unit: GMR Industries Limited
Plot No.17 to 24, Vittal Rao Nagar
Madhapur, Hyderabad – 500 081
Phone: (040) 23420819 to 24
Fax: (040) 23420814
Email ID: einward.ris@karvy.com

Branch Office

Karvy Computershare Pvt. Ltd.

Unit: GMR Industries Limited
No.51/2, TKN Complex, Vani Vilas Road
Opp: National College, Basavanagudi, Bangalore – 560 004
Phone: (080) 41204350
Fax: (080) 26621169
E-mail ID: Bangalore@karvy.com

IX. Share Transfer System

95.99% of the shares of the Company are in electronic form. Transfer of these shares is done through the depositories with no involvement of the Company. Regarding transfer of shares held in physical form, the transfer documents can be lodged with Karvy Computershare Pvt. Ltd., at any of the above mentioned addresses or at the Registered Office of the Company. The shares transfers received in physical form are processed within a period of 30 days from the date of receipt subject to the documents being valid and complete in all respects. The Board of Directors of the Company has delegated the powers of approving transfers, transmission, issue of duplicate share certificates, etc., to the Managing Director and the Company Secretary and a summary of the transfer, transmission, dematerialisation / rematerialisation requests approved are placed before the Board. Company obtains half yearly certificate from a Company Secretary in practice regarding compliance of share transfer formalities and submits a copy thereof to the Stock Exchanges in terms of Clause 47(c) of the Listing Agreement.

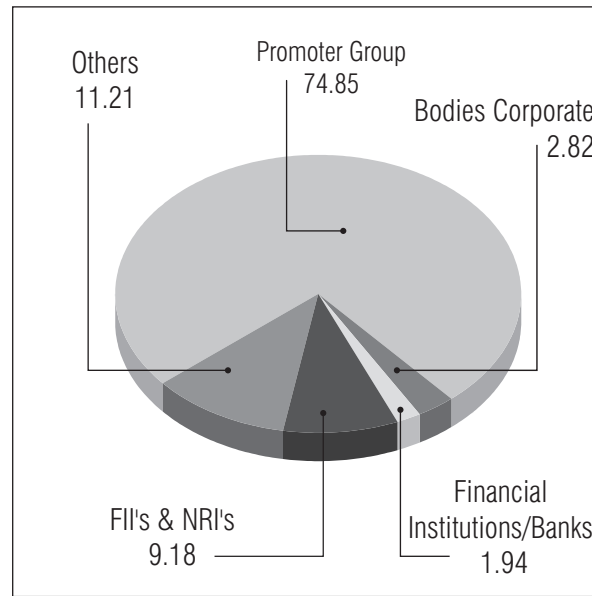
X. Distribution of shareholding of equity shares as on 31.03.2010

Sr. No.	Distribution of Holdings	No. of Shareholders	% of Shareholders	Total Shares	Amount in Rs. Lakhs	% Amount
1.	1 - 5000	18745	99.84	2133599	213.36	10.688
2.	5001 - 10000	15	0.08	103805	10.38	0.520
3.	10001 - 20000	5	0.03	64818	6.48	0.325
4.	20001 - 30000	0	0.00	0	0.00	0.000
5.	30001 - 40000	0	0.00	0	0.00	0.000
6.	40001 - 50000	0	0.00	0	0.00	0.000
7.	50001 - 100000	1	0.01	79107	7.91	0.396
8.	100001 and above	9	0.05	17580378	1758.04	88.071
	TOTAL:	18775	100.00	19961707	1996.17	100.000

XI. Shareholding Pattern as on 31.03.2010

Sr. No.	Description	No. of entities	Total shares	% Equity
1.	Promoters			
	i) Bodies Corporate	1	14940288	74.84
	ii) Individuals / HUF	1	992	0.01
2.	Financial Institutions / Banks	3	387690	1.94
3.	Clearing Members	33	3068	0.02
4.	Foreign Institutional Investors	4	1746996	8.75
5.	H U F	152	42924	0.22
6.	Bodies Corporate	330	562138	2.82
7.	Mutual Funds/UTI	3	868	0.00
8.	Non-Resident Indians	154	86359	0.43
9.	Overseas Bodies Corporate	1	248	0.00
10.	Individuals	18092	1972207	9.88
11.	Trusts	1	217929	1.09
	TOTAL	18775	19961707	100

Graphical Representation of Shareholding pattern as on March 31, 2010



XII. Distribution and Shareholding Pattern of Preference Shareholders as on March 31, 2010.

GMR Holdings Pvt. Ltd., the holding company holds 12831880, 8% Non-Cumulative Redeemable Preference shares of the face value of Rs.11/- each of the Company.

XIII. Dematerialisation of shares and liquidity

The process of conversion of shares from physical form to electronic form is known as dematerialisation. For dematerialising the shares, the Shareholder has to open a demat account with a Depository Participant (DP). The Shareholder is required to fill in a Demat Request Form and submit the same along with the Share Certificate(s) to the DP. The DP will allocate a demat request number and shall forward the request physically and electronically, through NSDL/CDSL, to the R&T Agent. On receipt of the demat request both physically and electronically and after verification, the Shares are dematerialised and an electronic credit of shares is given in the account of the shareholder.

The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the Depositories in India viz., National Securities Depository Ltd., and Central Depository Services (India) Limited (CDSL). The Company's shares are regularly traded on the National Stock Exchange of India Limited and the Bombay Stock Exchange Ltd., in electronic form.

Mode of Equity Shares held

The Company has registered itself with NSDL and CDSL and the ISIN pertaining to the equity shares of the Company is: INE353B01021. The modes of holding of the Company's equity shares as on March 31, 2010 is as under:

Description	No. of Shareholders	No. of Shares	% Equity
PHYSICAL	7511	802237	4.02
NSDL	8425	18691157	93.64
CDSL	2839	468313	2.35
Total	18775	19961707	100.00

XIV. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company did not have any outstanding GDRs/ADRs/Warrants or any Convertible instruments.

XV. Prevention of Insider Trading.

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations 1992, the Company has instituted a comprehensive Code of Conduct for Prohibition of Insider Trading in the Company's shares.

XVI. Plant locations

Sugar Complex - Sugar, Co-generation power, Distillery & Bio-fertilizers Unit at Sankili Village, Regidi Amadalavalasa Mandal, Srikakulam District 532 440, Andhra Pradesh

Sugar Complex – Sugar, Co-generation Power & Distillery Units at Hullatti Village, Haliyal Mandal, Uttara Kannada District, Karnataka

Sugar Complex – Sugar & Co-generation Power (leased unit) at Khanapet village, PO Toragall, Ramdurg Taluk, Belgaum District, Karnataka.

XVII. Address for correspondence**Registered Office Address:**

GMR Industries Limited

SKIP House, 25/1, Museum Road, Bangalore – 560 025

Phone: (080) 40534000 Fax: (080) 40534057

Email: investorgrievancescell.GMRIndustriesLimited@gmrgroup.in

Website: www.gmrindustries.in

Registrar & Share Transfer Agents:

Karvy Computershare Pvt. Ltd.

(Unit: GMR Industries Limited)

Plot Nos.17 to 24, Vittal Rao Nagar

Madhapur

HYDERABAD – 500081

Phone: (040) 23420815 to 824

Fax: (040) 23420814

Email: svraju@karvy.com