



GMR INFRASTRUCTURE LIMITED

(CIN: L45203KA1996PLC034805)

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

Telephone No: +90 80 40534000 **Fax No:** +90 80 22279353 **E-mail:** Gil.Cosecy@gmrgroup.in **Website:** www.gmrgroup.in

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the Members of GMR Infrastructure Limited (hereinafter referred to as 'the Company') to seek approval by way of Postal Ballot for shifting of the Registered Office from the State of Karnataka (Bengaluru) to the State of Maharashtra (Mumbai).

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the aforesaid proposal is annexed hereto along with the Postal Ballot for your consideration and voting.

The Board of Directors of the Company has appointed Mr. V. Sreedharan, Practicing Company Secretary, as Scrutinizer, at the meeting held on September 23, 2015, for conducting the Postal Ballot (physical & e-voting) process in accordance with law, in a fair and transparent manner.

The business of the Postal Ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialised form) the facility to exercise their right to vote on the matter included in the notice of Postal Ballot by electronic means i.e. through e-voting services provided by M/s. Karvy Computershare Private Limited, Registrar and Share Transfer Agent (RTA). The e-voting period commences on October 1, 2015 (9.00 a.m.) and ends on October 30, 2015 (5.00 p.m.). Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.00 p.m.) on October 30, 2015. Please note that any Postal Ballot form(s) received after the said date will be treated as not received.

The Scrutinizer will be submitting his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the Postal Ballots (physical and e-voting). The results of the Voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on November 05, 2015 at 11.00 a.m. at the Registered Office of the Company at Skip House, 25/1, Museum Road, Bengaluru -560 025. The results of the Postal Ballot will be posted on the Company's website www.gmrgroup.in and M/s. Karvy Computershare e-voting website i.e. <https://evoting.karvy.com> besides communicating to the Stock Exchanges where the Company's shares are listed. The results of the Postal Ballot shall also be announced through newspaper advertisement. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

Members requiring any clarifications on e-voting may contact M/s. Karvy Computershare Private Limited on toll free number 1800 3454001 or by email einward.ris@karvy.com.

Proposed Resolution

Item No. 1:

Shifting of the Registered Office of the Company from the State of Karnataka (Bengaluru) to the State of Maharashtra (Mumbai)

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and 110 and other applicable provisions of the Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government and such other approvals, permissions and sanction, as may be required from time to time, consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from Bengaluru to Mumbai, i.e. from the State of Karnataka to the State of Maharashtra and consequently Clause II of the Memorandum of Association of the Company be replaced as under:

(II) "The Registered Office of the Company will be situated in the State of Maharashtra."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any person(s) authorised and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) or any officer so authorised by the Board be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or

revisions stipulated by any one of the authorities, statutory or otherwise, while according to approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notices, advertisement, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

**By order of the Board
For GMR Infrastructure Limited**

Place: Bengaluru
Date: September 23, 2015

**A.S. Cherukupalli
Company Secretary**

NOTES:

1. Explanatory Statement for the proposed resolution mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended below.
2. The notice of Postal Ballot is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, September 25, 2015.
3. Members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and to others are being sent by Registered Post/Courier along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.gmrgroup.in or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s.Karvy Computershare Private Limited, Unit: GMR Infrastructure Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, fill in the details and send the same to the Scrutinizer. The date of completion of dispatch of Notice will be announced through advertisement in newspapers.

Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self-addressed and postage prepaid envelope so as to reach the Scrutinizer on or before October 30, 2015, at the following address:

Scrutinizer
C/o M/s. Karvy Computershare Private Limited
Unit: GMR Infrastructure Limited
Karvy Selenium Tower B, Plot 31-32
Gachibowli, Financial District
Nanakramguda, Hyderabad – 500032

4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged M/s.Karvy Computershare Private Limited, for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

The instructions for Members for e-voting are as under:

- (a) In case of Members receiving e-mail from M/s.Karvy Computershare Private Limited:
 - i) Open e-mail and then open PDF file viz., “GMR Infrastructure Limited e-Voting.pdf” with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-voting. Please note that the password is an initial password.
 - ii) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
 - iii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your Folio/DP ID and Client ID will be your User-ID.

| | |
|-----------------|---|
| User ID | For Members holding shares in Demat Form: a) For NSDL : 8 Characters DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form: Event Number followed by Folio Number registered with the Company |
| Password | Your Unique password is printed on the Postal Ballot Form |
| Captcha | Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons. |

- iv) Please contact the toll free No.18003454001 for any further clarifications.

- v) Members can cast their vote online from October 01, , 2015 from 9:00 a.m. to October 30, 2015 till 5:00 p.m.
 - vi) After entering these details appropriately, click on "LOGIN".
 - vii) Members holding shares in Demat/Physical form will now reach Password Change menu, wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$, @, #). Kindly note that this password can be used by the Demat holders for voting relating to any other Company on which they are eligible to vote, provided that Company opts for e-voting through M/s. Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile, email ID etc., on 1st login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - viii) You need to login again with the new credentials.
 - ix) On successful login, system will prompt to select the Event i.e., 'GMR Infrastructure Limited'.
 - x) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
 - xi) On the voting page, you will see Resolution Description and against the same the options (FOR/AGAINST) for voting. Enter the number of shares (which represents number of votes) under (FOR/AGAINST) or alternatively you may partially enter any number in (FOR) and partially in (AGAINST), but the total number in (FOR/AGAINST) taken together should not exceed your total shareholding. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xii) Once you (CONFIRM) your vote on the resolution, you will not be allowed to modify your vote.
 - xiii) Corporate/Institutional Members (Corporate/FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to Mr. V. Sreedharan, Practising Company Secretary atsree@sreedharancs.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- (b) In case of Members receiving Postal Ballot Form by Post:
- (i) Initial Password is provided as below / at the bottom of the Postal Ballot Form.

| EVEN (E-Voting Event Number) | USER ID | PASSWORD / PIN |
|-------------------------------------|----------------|-----------------------|
| | | |

- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of <https://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at the Telephone No.: (Toll Free No.: 1800 3454001)
 - (d) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)
5. Members who have registered their e-mail id either with the Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through post. The Members can also seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or Registered Office of the Company i.e. Skip House, 25/1, Museum Road, Bengaluru – 560 025.
 6. Kindly note that the Members can opt for only one mode of voting i.e. either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Members cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
 7. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on October 30, 2015 . The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after October 30, 2015 would be strictly treated as if reply from the Members has not been received.
 8. The voting period ends on the close of working hours (i.e. 5:00 p.m.) on October 30, 2015. The e-voting module for voting shall be disabled by M/s. Karvy Computershare Private Limited thereafter.
 9. The voting right(s) of Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on September 25, 2015.

10. The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company within seven days after completion of the scrutiny of the Postal Ballot Forms and the result of Postal Ballot along with the Scrutinizer's Report will be announced on November 5, 2015 and the same shall be placed on the Company's website www.gmrgroup.in and also on the website of M/s. Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> and shall be communicated to the stock exchanges where the Company's shares are listed. In the event, the resolution is assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
11. The Board of Directors has appointed Mr. Grandhi Kiran Kumar, Managing Director and Mr. A.S. Cherukupalli, Company Secretary of the Company as the designated persons responsible for the entire Postal Ballot process.
12. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of Postal Ballot i.e. November 05, 2015.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

Item No. 1:

The Registered Office of the Company is presently situated at Skip House, 25/1, Museum Road, Bengaluru – 560 025.

GMR Infrastructure Limited, being the flagship Company of GMR Group along with its Subsidiaries/ Joint Ventures and Associates is in the business of development of Infrastructure facilities. In order to have an effective administrative control and to have central control, Pan India basis, the administrative office of the Group have been shifted to New Delhi.

With a view to have greater access to the Financial Institution(s), Bank(s), Investor Community, Stock Exchanges, Reserve Bank of India, Capital Market Regulators, it is proposed to shift the Registered Office of the Company to the financial capital i.e., to Mumbai in the State of Maharashtra.

Pursuant to Section 13(4) and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, the shifting of the Registered Office from one State to another requires the approval of the Members of the Company by means of a Special Resolution through Postal Ballot and confirmation from the Central Government.

In light of the above facts, the approval of the Members is sought through Postal Ballot for shifting of the Registered Office from the State of Karnataka (Bengaluru) to the State of Maharashtra (Mumbai) and consequently for altering Clause II of the Memorandum of Association.

The Memorandum of Association with purposed alteration will be available for inspection at the Registered Office of the Company to any Member during office hours on all working day except Saturday and Sunday and other holiday, between 11:00 a.m and 1:00 p.m.

The Board recommends passing of the aforesaid resolution set out in Item No.1 as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution.

**By order of the Board
For GMR Infrastructure Limited**

**A.S. Cherukupalli
Company Secretary**

Place: Bengaluru

Date: September 23, 2015



GMR INFRASTRUCTURE LIMITED

(CIN: L45203KA1996PLC034805)

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

Telephone No: +90 80 40534000 Fax No: +90 80 22279353 E-mail: Gil.Cosecy@gmrgroup.in Website: www.gmrgroup.in

POSTAL BALLOT FORM

(to be returned to the Scrutinizer appointed by the Company)

Serial No. _____

1. Name & Registered address of the sole / first named Member _____

2. Name(s) of the joint Holder(s) (if any) _____

3. Registered Folio No. / DP ID No. & Client ID No. _____

4. Number of shares held _____

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by conveying my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

| Item No. | Description | No. of equity shares | I / We assent to the resolution (For) | I / We dissent to the resolution (Against) |
|----------|---|----------------------|---------------------------------------|--|
| 1. | Special Resolution for Shifting of the Registered Office of the Company from State of Karnataka (Bengaluru) to the State of Maharashtra (Mumbai). | | | |

Place : _____

Date : _____

#Email: _____

#Optional _____

Signature of the Member _____

#TelNo: _____

ELECTRONIC VOTING PARTICULARS

| EVEN (E-Voting Event Number) | USER ID | PASSWORD / PIN |
|------------------------------|---------|----------------|
| | | |

Note:

1. Kindly read the instructions printed overleaf before filling the Form.

2. Last date for receipt of Postal Ballot Forms by the Scrutinizer is October 30, 2015. (5.00 p.m.)

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Member(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form only. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed Business Reply Envelope bears the postal address of the Scrutinizer appointed by the Company.
4. The Postal Ballot Form should be completed and signed by the Member(as per specimen signature registered with the Company/ RTA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by the next named Member.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer (i.e., Mr. V. Sreedharan, Practicing Company Secretary), appointed by the Company so as to reach The Scrutinizer (**C/o M/s. Karvy Computershare Private Limited, Unit: GMR Infrastructure Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032**) not later than the close of working hours on or before October 30, 2015 (i.e. 5:00 p.m.). Postal Ballot Forms received after this date will be strictly treated as if the reply from such members has not been received.
7. A Member can apply for duplicate Postal Ballot Form through an email at einward.ris@karvy.com, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before October 30, 2015 (i.e. 5:00 p.m.). For any clarification(s), please contact M/s. Karvy Computershare Private Limited on toll free number: 1800 3454001.
8. The right of voting by Postal Ballot shall not be exercised by proxy.
9. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing mediums like pencil.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of member(s) on the cut-off date i.e. September 25, 2015.
11. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders.
14. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
15. The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
16. The Result along with Scrutinizer's Report of the Postal Ballot shall be placed on the Website of the Company announced on November 05, 2015.