

GMR INFRASTRUCTURE LIMITED (CIN: L45203KA1996PLC034805)

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

RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING) ANNOUNCED ON AUGUST 12, 2014

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 approval of the Members of the Company was sought by way of Postal Ballot for the following Special Resolutions:

- (i) To issue and allot 18,00,00,000 number of Warrants to GMR Infra Ventures LLP, promoter group entity, on a preferential basis;
- (ii) To borrow in excess of the paid up share capital and free reserves of the Company under Section 180(1)(c) of the Companies Act, 2013;
- (iii) To create charge / mortgage over the properties of the Company for the purpose of borrowing in terms of Section 180(1)(a) of the Companies Act, 2013; and
- (iv) To make investments in securities under Section 186 of the Companies Act, 2013.

The last date for casting of vote through e-voting and to receive the Postal Ballot Forms, duly completed and signed by the Members was August 9, 2014 before 5.30 p.m.

Mr. V. Sreedharan, Practicing Company Secretary, the Scrutinizer has submitted his report dated August 12, 2014 on the Postal Ballot and e-voting and the following results were announced on Tuesday, August 12, 2014, at the Registered Office of the Company:

Particulars	Number of votes cast for the s	pecial resolutions as se	t out in the Notice date	d July 2, 2014
	Issue and allotment of 18,00,00,000 number of Warrants to GMR Infra Ventures LLP, promoter group entity, on a preferential basis	Borrowing in excess of the paid up share capital and free reserves of the Company under Section 180(1)(c) of the Companies Act, 2013	Creation of charge / mortgage over the properties of the Company for the purpose of borrowing under Section 180(1) (a) of the Companies Act, 2013	Making investments in securities under Section 186 of the Companies Act, 2013
Total valid votes exercised	298,25,51,543	298,25,50,796	298,25,48,674	298,00,94,456
Votes cast for the resolution figures	298,06,05,620	297,61,77,726	297,61,84,787	283,28,44,090

	In %	99.93	99.79	99.79	95.06
Votes cast against the	In figures	19,45,923	63,73,070	63,63,887	14,72,50,366
resolution	In %	0.07	0.21	0.21	4.94

Pursuant to Clause 35A of the Listing Agreement; details regarding the Results of Postal Ballot are as follows:

Agenda Item No. 1: Approval to issue and allot 18,00,00,000 number of Warrants to GMR Infra Ventures LLP, promoter group entity, on a preferential basis:

Promoter /	No. of shares	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
Public	held	votes	Polled on	Votes –	Votes –	in favour	against on
		polled	outstanding	in favour	against	on votes	votes polled
	(4)		shares			polled	(7)
	(1)	(2)	(2)-[(2)/(4)]	(4)	<i>(E</i>)	(6)	(7)
		(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) =[(4)/(2)]*	= [(5)/(2)]* 100
			100			100	100
Promoter and	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Promoter							
Group							
Public – Institutional	742154697	190902618	25.72	189152618	1750000	99.08	0.92
holders							
Public-Others	359436238	805078	0.22	609155	195923	75.66	24.34
Total	3892434782	2982551543	76.62	2980605620	1945923	99.93	0.07

Agenda Item No. 2: Approval to borrow in excess of the paid up share capital and free reserves of the Company under Section 180(1)(c) of the Companies Act, 2013:

Promoter /	No. of shares	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
Public	held	votes polled	Polled on outstanding shares	Votes – in favour	Votes – against	in favour on votes polled	against on votes polled
	(1)						(7)
	,	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) =[(4)/(2)]* 100	= [(5)/(2)]* 100

Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	742154697	190902618	25.72	184732359	6170259	96.77	3.23
Public-Others	359436238	804331	0.22	601520	202811	74.79	25.21
Total	3892434782	2982550796	76.62	2976177726	6373070	99.79	0.21

Agenda Item No. 3: Approval to create charge / mortgage over the properties of the Company for the purpose of borrowing in terms of Section 180(1)(a) of the Companies Act, 2013:

Promoter / Public	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled (7)
		(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) =[(4)/(2)]* 100	= [(5)/(2)]* 100
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	742154697	190902618	25.72	184732359	6170259	96.77	3.23
Public-Others	359436238	802209	0.22	608581	193628	75.86	24.14
Total	3892434782	2982548674	76.62	2976184787	6363887	99.79	0.21

Agenda Item No. 4: Approval to make investments in securities under Section 186 of the Companies Act, 2013:

Promoter / Public	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled (7)
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) =[(4)/(2)]* 100	= [(5)/(2)]* 100
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	742154697	188450134	25.39	41377479	147072655	21.96	78.04
Public-Others	359436238	800475	0.22	622764	177711	77.80	22.20
Total	3892434782	2980094456	76.56	2832844090	147250366	95.06	4.94

Accordingly, the Special Resolutions as mentioned in the Notice of Postal Ballot dated July 02, 2014 have been passed by the requisite majority.

As required under Rule 22(13) of the Companies (Management and Administration) Rules, 2014, we enclose a copy of the Scrutinizer's Report along with the above results.

Thanking you,

Yours faithfully, For GMR Infrastructure Limited

Sd/-C. P. Sounderarajan Company Secretary

Place: Bangalore Date: August 12, 2014 Encls: As stated above

V. Sreedharan & Associates

Company Secretaries

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GNR Complex, 1st Floor, 32/33, 8th Cross,

Opp. Wilson Garden Police Station, Wilson Garden, Bangalore - 560 027.

SCRUTINIZER'S REPORT

The Chairman

GMR Infrastructure Limited

Regd. Office: Skip House,

25/1, Museum Road,

Bengaluru - 560 025.

Sir,

- The Board of Directors of the company at its meeting held on July 02, 2014 appointed me as a Scrutinizer for scrutinizing the postal ballot voting including e voting process.
- 2. I submit my report as under:
- 2.1 The Company has completed the despatch of postal ballot forms along with postage prepaid business reply envelope on July 10, 2014 by post / courier to members who have not registered their e-mail ids with the company. The company has sent the notice of postal ballot by email on July 10, 2014 to members who have registered their email ids with the company. The notice of postal ballot (physical and by email) were sent to the members whose name(s) appeared on the Register of Members/list of beneficiaries as on July 02, 2014.

- 2.2 Particulars of all the postal ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
- 2.3 The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
- 2.4 The votes cast through electronic means were unblocked on August 10, 2014 at 7.55 A.M in my presence. The postal ballot forms were scrutinized on August 11, 2014 at Karvy Computershare Private Limited, Hyderabad.
- 2.5 The postal ballot forms and votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company / list of beneficiaries as on July 2, 2014.
- 2.6 All postal ballot forms and votes cast through electronic means received up to August 9, 2014 being the last date fixed by the company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.
- 2.7 No envelope containing postal ballot form was received after August 9, 2014 up to the date of this report.
- 2.8 251 (Two Hundred and Fifty One) envelopes containing postal ballot forms were returned undelivered up to the date of this report.
- 2.9 I did not find any defaced or mutilated ballot paper.



- 3. A summary of votes cast through postal ballot and votes cast through electronic means is given in **Annexure I**.
- 4. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary.
- 5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

1. Stown

/. Sreedharan & Associates

V. Sreedharan Partner

F.C:S - 2347 : C.P. No. 833

Place: Bengaluru

Date: 12.08.2014

Annexure I. GMR INFRASTRUCTURE LIMITED

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

Summary of votes cast through postal ballot and votes cast through electronic means for the resolutions mentioned in the Postal Ballot Notice dated July 2, 2014

group entity, on a preferential basis: Resolution No. 1 - Special Resolution for issue and allotment of 18,00,00,000 number of Warrants to GMR Infra Ventures LLP, promoter

Particulars	Posta	Postal Ballot		E-Voting		Total	% of total paid-up
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Re, 1/- each)	No. of member voted through e voting system	No. of votes cast (Equity Shares of Rc. 1/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Re. 1/- each)	equity capital as on cut off date (i.e. 02/07/2014)
(a) Total postal ballot forms / e votes received	300	3,79,17,439	797	294,89,63,978	1,097	298,68,81,417	76.74
(b) Less: Invalid postal ballot forms (as per register) (Including cases where less votes cast)	36	43,08,515	25	21,359	61	43,29,874	0.11
(c) Net valid postal ballot forms (as per register)	264	3,36,08,924	772	294,89,42,619	1,036	298,25,51,543	76.63
(d) Postal ballot forms with assent for the Resolution as a percentage of net valid shares polled	248	3,35,95,011	615	294,70,10,609	863	298,06,05,620	99.93
(e) Postal ballot forms with dissent for the Resolution as a percentage of net valid shares polled	. 16	13,913	168	19,32,010	184	19,45,923	0.07





(1) (c) of the Companies Act, 2013: Resolution No. 2 - Special Resolution for borrowing in excess of the paid up share capital and free reserves of the Company, under Section 180

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(e) Postal ballot forms with dissent for the Resolution as a percentage of net valid shares polled	(d) Postal ballot forms with assent for the Resolution as a percentage of net valid shares polled	(c) Net valid postal ballot forms (as per register)	 (b) Less: Invalid postal ballot forms (as per register) (Including cases where less votes cast) 	(a) Total postal ballot forms / e votes received		Particulars
18	235	253	47	300	No. of members voted through Postal ballot forms	Post
11,988	3,35,93,878	3,36,05,866	43,11,573	3,79,17,439	No. of votes cast (Equity Shares of Re. 1/- each)	Postal Ballot
170	613	771	26	797	No. o membe vote through votin systen	
63,61,082	294,25,83,848	294,89,44,930	19,048	294,89,63,978	No. of votes cast (Equity Shares of Re. 1/- each)	E-Voting
188	848	1,024	73	1,097	No. of members voted through Postal ballot forms & through e voting system	
63,73,070	297,61,77,726	298,25,50,796	43,30,621	298,68,81,417	No. of votes cast (Equity Shares of Re. I/- each)	Total
0.21	99.79	76.63	11.0	76.74	equity capital as on cut off date (i.e. 02/07/2014)	% of total paid-up

Section 180 (1) (a) of the Companies Act, 2013: Resolution No. 3 - Special Resolution for creation of charge / mortgage over the properties of the Company for the purpose of borrowing under

7	A III					
Particulars		(a) Total postal ballot forms / e votes received	(b) Less: Invalid postal ballot forms (as per register) (Including cases where less votes cast)	(c) Net valid postal ballot forms (as per register)	(d) Postal ballot forms with assent for the Resolution as a percentage of net valid shares polled	(e) Postal ballot forms with dissent for the Resolution as a percentage of net valid shares polled
Post	No. of members voted through Postal ballot forms	300	49	251	232	19
Postal Ballot	No. of votes cast (Equity Shares of Re. 1/- each)	3,79,17,439	43,12,043	3,36,05,396	3,35,94,300	11,096
	No. of member voted through e voting system	797	21	*776	*624	*169
E-Voting	No. of votes cast (Equity Shares of Re. I/- cach)	294,89,63,978	20,700	294,89,43,278	294,25,90,487	63,52,791
	No. of members voted through Postal ballot forms & through e voting system	1,097	. 70	1,027	856	1881
Total		298,68,81,417	43,32,743	298,25,48,674	297,61,84,787	63,63,887
% of total paid-up	equity capital as on cut off date (i.e. 02/07/2014)	76.74	11.0	76.63	99.79	0.21

^{*}The difference between point no. (c) and the total of point no. (d) and (e) is due to 17 (Seventeen) ballots where votes were cast both for and against.



Resolution No. 4 - Special Resolution for making investment in securities under Section 186 of the Companies Act, 2013;

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(e) Postal ballot forms with dissent for the Resolution as a percentage of net valid shares polled	(d) Postal ballot forms with assent for the Resolution as a percentage of net valid shares polled	(c) Net valid postal ballot forms (as per register)	register) (Including cases where less votes cast)	(b) I am postat battot forms / e votes received	(a) Total postal ballos 6
30	216	246	54	300	No. of Mo. of members voted through ballot forms
3,22,96,771	13,05,265	3,36,02,036	43,15,403	3,79,17,439	Postal Ballot o. of No. of votes bers cast (Equity oted Shares ough of Re. 1/- ostal each) allot erms
*193	*586	*768	29	797	No. of member voted through e voting system
11,49,53,595	283,15,38,825	294,64,92,420	24,71,558	294,89,63,978	E-Voting No. of votes cast (Equity Shares of Re. 1/- each)
*223	*802	*1,014	. 83	1097	No, of members voted through Postal ballot forms & through e voting system
14,72,50,366	283,28,44,090	298,00,94,456	67,86,961	298,68,81,417	Total No. of votes cast (Equity Shares of Re. 1/- each)
4.94	95.06	76.57	0.17	76.74	% of total paid-up equity capital as on cut off date (i.e. 02/07/2014)

^{*}The difference between point no. (c) and the total of point no. (d) and (e) is due to 11 (Eleven) ballots where votes were cast both for and against.