



GMR INFRASTRUCTURE LIMITED

(CIN: L45203KA1996PLC034805)

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

POSTAL BALLOT FORM

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

SERIAL No.:

- Name (s) of Member(s) :
(including joint holders, if any)
(in block letters)
- Registered address of the sole / :
first named member
- Registered Folio No. :
(applicable to members holding
shares in physical form)
- DP ID No. & Client ID No. :
(applicable to members holding
shares in dematerialized form)
- Number of shares held :
- I / We hereby exercise my / our vote in respect of the special resolutions 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 resolutions 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 issue and allotment of 18,00,00,000 number of Warrants to GMR Infra Ventures LLP, promoter group entity, on a preferential basis			
2.	Special Resolution for 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			
3.	Special Resolution for 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			
4.	Special Resolution for making investment in securities under Section 186 of the Companies Act, 2013			

Place :

Date :

Signature of the Member

#Email:

#TelNo:

#Optional

ELECTRONIC VOTING PARTICULARS

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

Note:

- Kindly read the instructions printed overleaf before filing the form.
- Last date for receipt of Postal Ballot Forms by the Scrutinizer is August 9, 2014. (5:30 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 not later than the close of working hours on or before August 9, 2014 (i.e. 5:30 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 August 9, 2014 (i.e. 5:30 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. July 2, 2014.
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 August 12, 2014.