



**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 special resolutions as set out in the Notice dated 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	In figures	298,06,05,620	297,61,77,726	297,61,84,787	283,28,44,090



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

**SCRUTINIZER'S REPORT**

The Chairman  
GMR Infrastructure Limited  
Regd. Office: Skip House,  
25/1, Museum Road,  
Bengaluru - 560 025.

Sir,

1. 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.

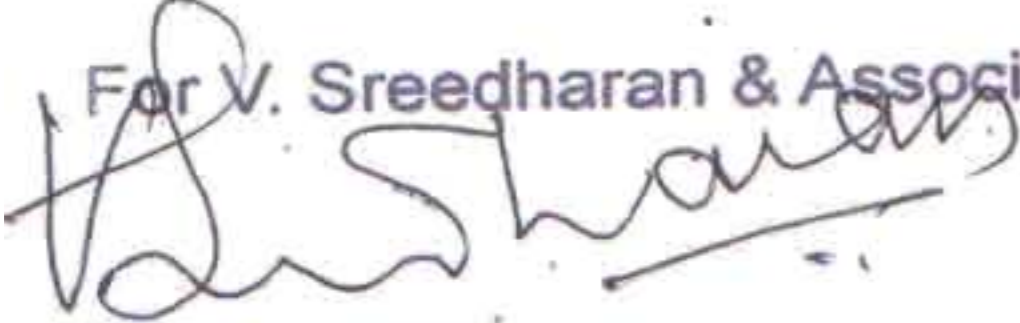


- 2.2 Particulars of all the postal ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
- 2.3 The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot 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,

For V. 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

**Resolution No. 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:**

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut off date (i.e. 02/07/2014)
	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 Re. 1/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Re. 1/- each)	
(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





**Resolution No. 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:**

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut off date (i.e. 02/07/2014)
	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 Re. 1/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Re. 1/- each)	
(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)	47	43,11,573	26	19,048	73	43,30,621	0.11
(c) Net valid postal ballot forms (as per register)	253	3,36,05,866	771	294,89,44,930	1,024	298,25,50,796	76.63
(d) Postal ballot forms with assent for the Resolution as a percentage of net valid shares polled	235	3,35,93,878	613	294,25,83,848	848	297,61,77,726	99.79
(e) Postal ballot forms with dissent for the Resolution as a percentage of net valid shares polled	18	11,988	170	63,61,082	188	63,73,070	0.21



**Resolution No. 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:**

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut off date (i.e. 02/07/2014)
	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 Re. 1/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Re. 1/- each)	
(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)	49	43,12,043	21	20,700	70	43,32,743	0.11
(c) Net valid postal ballot forms (as per register)	251	3,36,05,396	*776	294,89,43,278	1,027	298,25,48,674	76.63
(d) Postal ballot forms with assent for the Resolution as a percentage of net valid shares polled	232	3,35,94,300	*624	294,25,90,487	856	297,61,84,787	99.79
(e) Postal ballot forms with dissent for the Resolution as a percentage of net valid shares polled	19	11,096	*169	63,52,791	188	63,63,887	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:**

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

\*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.

