

August 12, 2014

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

National Stock Exchange of India Ltd.
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Dear Sirs,

Sub: Declaration of Result of Resolutions passed through Postal Ballot – pursuant to Clause 35A of the Listing Agreement

We refer to our letter dated July 09, 2014 forwarding to you copies of the Postal Ballot notice dated July 02, 2014, sent to our Members seeking their approval for the following:

- 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;
- 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;
- 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; and
- 4) Approval to make investments in securities under Section 186 of the Companies Act, 2013.

Mr. V Sreedharan, Practicing Company Secretary, Scrutinizer, appointed by the Company for conducting the Postal Ballot process, has submitted his report on postal ballot forms received from the members including the votes received through M/s. Karvy Computershare Private Limited, Registrar and Share Transfer Agent (RTA) platform on August 09, 2014. Based on the report submitted by the Scrutinizer, the results of the Special Resolutions, passed through Postal Ballot are as follows:

- 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 / 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	189152618	1750000	99.08	0.92
Public- Others	359436238	805078	0.22	609155	195923	75.66	24.34
Total	3892434782	2982551543	76.62	2980605620	1945923	99.93	0.07

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 / 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	804331	0.22	601520	202811	74.79	25.21
Total	3892434782	2982550796	76.62	2976177726	6373070	99.79	0.21

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



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

Thus, all the Special Resolutions as set out in the Notice dated July 02, 2014 were approved by the members with the requisite majority.

Please upload this information on your website.

Thanking you,

Yours faithfully,
For **GMR Infrastructure Limited**



C. P. Sounderajan
Company Secretary

