

November 05, 2015

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 Resolution passed through Postal Ballot – pursuant to Clause 35A of the Listing Agreement**

This has reference to our letter dated September 29, 2015 forwarding the copies of the Postal Ballot notice dated September 23, 2015, sent to our Members seeking their approval for Shifting of the Registered Office of the Company from the State of Karnataka (Bengaluru) to the State of Maharashtra (Mumbai)

Mr. V Sreedharan, Practicing Company Secretary, Scrutinizer, appointed by the Company for conducting the Postal Ballot process, has submitted his report on November 03, 2015. Based on the report submitted by the Scrutinizer, the results of the Special Resolution, passed through Postal Ballot is as follows:

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

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	3683427113	3683427113	100.00	3683427113	0	100.00	0.00
Public – Institutional holders	963401558	555923699	57.70	555923699	0	100.00	0.00
Public-Others	648971718	845371	0.13	681833	163538	80.65	19.35
Total	5295800389	4240196183	80.07	4240032645	163538	100.00	0.00



Thus, the Special Resolution as set out in the Notice dated September 23, 2015 was approved by the members with the requisite majority.

Thanking you,

Yours faithfully,  
For **GMR Infrastructure Limited**



**A.S. Cherukupalli**  
Company Secretary



**SCRUTINIZER'S REPORT**

Date: 03.11.2015

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 September 23, 2015 appointed me as a Scrutinizer for scrutinizing the postal ballot voting including e voting process.
2. I submit my report as under:

The Company has completed the despatch of postal ballot forms along with postage prepaid business reply envelope on September 30, 2015 by post / courier to the members who have not registered their e-mail ids with the company. The company has completed the uploading of emails with link of Postal Ballot notice for E-voting purposes on September 28, 2015 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 Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited(CDSL) on Friday, September 25, 2015.

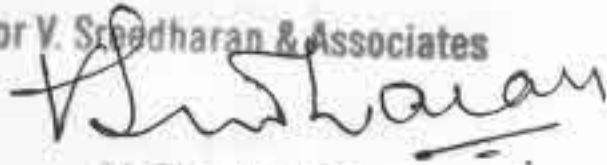
- 2.1 Particulars of all the postal ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
- 2.2 The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
- 2.3 The votes cast through electronic means were unblocked on October 30, 2015 at 9.33 PM in my presence. The postal ballot forms were scrutinized on November 02, 2015 at Karvy Computershare Private Limited, Hyderabad.
- 2.4 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 September 25, 2015.
- 2.5 All postal ballot forms and votes cast through electronic means received up to October 30, 2015 at 5.00 PM being the last date fixed by the company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.



- 2.6 No envelope containing postal ballot form was received after October 30, 2015 up to the date of this report.
- 2.7 185 (One Hundred and Eighty Five) envelopes containing postal ballot forms were returned undelivered up to the date of this report.
- 2.8 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 : 03.11.2015

Summary of votes cast through postal ballot and votes cast through electronic means for the resolution mentioned in the Postal Ballot Notice dated September 23, 2015

**Resolution No. 1 - Special Resolution for shifting of the Registered Office of the Company from the State of Karnataka (Bengaluru) to the State of Maharashtra (Mumbai)**

Particulars	Postal Ballot		E-Voting		Total	
	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	149	1,19,206	402	424,07,98,359	551	424,09,17,565
(b) Less: Invalid postal ballot forms (as per register) (including cases where less votes cast and abstained from voting)	1	1,640	5	7,19,742	6	7,21,382
(c) Net valid postal ballot forms (as per register)	148	1,17,566	*397	424,00,78,617	*545	424,01,96,183
(d) Postal ballot forms / e votes with assent for the Resolution as a percentage of net valid shares polled	131	1,11,385	360	423,99,21,260	491	424,00,32,645
(e) Postal ballot forms/ e votes with dissent for the Resolution as a percentage of net valid shares polled	17	6,181	39	1,57,357	56	1,63,538

\* The total of row (d) and (e) for the column No. of member voted through e-voting system and Total No. of members voted through Postal ballot forms and through e-voting system is not equal to the row (c) for both said columns as two members have voted both in favour and against.

