

November 17, 2015

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

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

Sub: Minutes of the business passed through Postal Ballot by the Members of GMR Infrastructure Limited on November 05, 2015

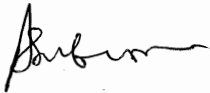
Ref: Clause 31(d) of the Listing Agreement

Please find enclosed copy of the Minutes of the business passed through Postal Ballot by the Members of GMR Infrastructure Limited on November 05, 2015.

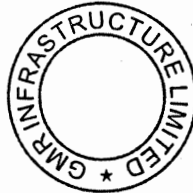
This is for your information and records.

Thanking you,
Yours faithfully,

for **GMR Infrastructure Limited**



A.S. Cherukupalli
Company Secretary & Compliance Officer



Encl: as above

MINUTES OF THE BUSINESS PASSED THROUGH POSTAL BALLOT BY THE MEMBERS OF GMR INFRASTRUCTURE LIMITED ON NOVEMBER 05, 2015

The Board of Directors of GMR Infrastructure Limited (the Company) in the meeting held on September 23, 2015 had decided to obtain consent of the Members, pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 by way of Special Resolution by means of Postal Ballot in respect of Shifting of the Registered Office of the Company from the State of Karnataka (Bengaluru) to the State of Maharashtra (Mumbai).

The Company on September 30, 2015 had:

- Completed the dispatch of Postal Ballot Notice dated September 23, 2015 along with Postal Ballot Form and self-addressed postage prepaid business reply envelope to the Members whose e-mail ids were not registered with the Company; and
- Sent Notice of Postal Ballot dated September 23, 2015 through e-mail with the details of Login ID and Password to the Members who have registered their e-mail addresses with their respective Depository Participants or with the Company.

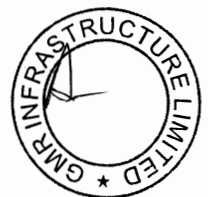
As required under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had also made arrangements for voting through electronic means and had availed the services of M/s. Karvy Computershare Private Limited, Registrar and Transfer Agents, to provide the facility to the Members for voting by electronic means.

The Members were requested to return the physical Postal Ballot forms duly completed along with their vote indicating their assent (for) or dissent (against) for the proposed resolution, so as to reach the Scrutinizer on or before the close of working hours on October 30, 2015. In case of electronic voting, Members were requested to cast their votes electronically on or before 5.00 p.m on October 30, 2015.

The Board of Directors in the meeting held on September 23, 2015 had appointed Mr. V. Sreedharan, Practicing Company Secretary, as Scrutinizer, to conduct the postal ballot (physical & e-voting) process in accordance with the law in a fair and transparent manner.

On October 01, 2015, the Company had published an advertisement in Business Line and Samyuktha Karnataka (vernacular language) about completion of dispatch / sending of e-mails in relation to the Notice of Postal Ballot.

The Scrutinizer carried out the scrutiny of the Postal Ballot forms received physically and the votes polled electronically up to October 30, 2015 and submitted his Report on November 03, 2015 to the Chairman of the Company. The summarised details of the Scrutinizer's Report are as under:



A handwritten signature or mark, possibly a stylized 'V' or a checkmark, located at the bottom left of the page.

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

On the basis of the Report of the Scrutinizer, it is hereby recorded that the following Resolution was passed by the Members of the Company as Special Resolution with requisite majority.

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

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and 110 and other applicable provisions of the Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government and such other approvals, permissions and sanction, as may be required from time to time, consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from Bengaluru to Mumbai, i.e, from the State of Karnataka to the State of Maharashtra and consequently Clause II of the Memorandum of Association of the Company be replaced as under:

(II) “The Registered Office of the Company will be situated in the State of Maharashtra.”

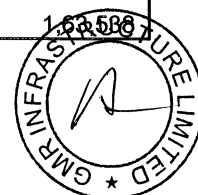
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any person(s) authorised and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) or any officer so authorised by the Board be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according to approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notices, advertisement, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the



Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

Result:

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 the voting system	No. of votes cast (Equity Shares of Re. 1/- each)	No. of members voted through Postal ballot forms & through the 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	1,62,586



- * 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.

The total number of votes cast in favour of the Resolution by the Members is not less than three times the number of votes that has been cast against the Resolution. Hence, the above Resolution is declared to have been passed with requisite majority as a Special Resolution.

