

February 29, 2020

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

Dear Sirs,

Sub: Postal Ballot Notice

Ref: Intimation under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Pursuant to the Regulation 30 of the SEBI LODR, please find enclosed herewith a copy of Postal Ballot Notice along with postal ballot form ('Postal Ballot Notice') dated February 29, 2020 for seeking shareholders' approval as set out in the Postal Ballot Notice.

The Postal Ballot Notice, along with other relevant documents, are being sent to all the shareholders whose names appear in the register of members/ beneficial owners as on February 24, 2020 ("Cut-off date").


The Company has engaged the services of Kfin Technologies Private Limited for the purpose of providing e-voting facility to all the members of the Company. The voting through postal ballot and through e-voting will commence from Sunday, March 1, 2020 (9:00 A.M. IST) and shall end on Monday, March 30, 2020 (5:00 P.M. IST). The results of the postal ballot will be announced on or before Wednesday, April 1, 2020.

The above information will also be made available on the website of the Company: www.gmrgroup.in

This is for your information and record.

Thanking you,

For GMR Infrastructure Limited


T. Venkat Ramana
Company Secretary &
Compliance Officer



Encl: As Above



GMR INFRASTRUCTURE LIMITED

(CIN: L45203MH1996PLC281138)

Regd. Office: Naman Center, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai- 400051

Ph: +91 22 4202 8000, Fax: +91 22 4202 8004

Web: www.gmrgroup.in E-mail: Gil.Cosecy@gmrgroup.in

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolutions set out below is proposed to be passed by the members of GMR Infrastructure Limited (herein after referred to as “the Company”) by means of Postal Ballot including Electronic Voting (e-voting) .

The Explanatory Statement pursuant to Section 102 of the Act setting out material facts pertaining to the resolutions is annexed hereto along with the Postal Ballot Notice .

The Board has appointed Mr. V.Sreedharan (Membership No. FCS 2347) or failing him Mr. Pradeep B. Kulkarni, (Membership No. FCS 7260) Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot including e-voting process in accordance with the law, in a fair and transparent manner.

The business of the Postal Ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialised form) the facility to exercise their right to vote on the matters included in the notice of Postal Ballot by electronic means i.e. through e-voting services provided by KFin Technologies Private Limited, Registrar and Share Transfer Agent (RTA) of the Company. The e-voting period commences on Sunday, March 1, 2020 (9.00 a.m. IST) and ends on Monday, March 30, 2020 (5.00 p.m. IST). Please read carefully and follow the instructions as printed in this Notice for e-voting.

Members desiring to exercise their vote by postal ballot can send their assent or dissent in writing on the Postal Ballot form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.00 p.m. IST) on March 30, 2020. Please note that any Postal Ballot forms received after the said date and time will be treated as not received.

The Scrutinizer shall submit his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny. The results of the Voting by Postal Ballot (including e voting) will be announced by the Chairman of the Company or in his absence, any person authorized by him, on or before Wednesday, April 1, 2020 by 4.00 p.m. IST at the Registered Office of the Company. The results will be displayed on the notice board of the Company at its Registered Office and Corporate Office and will also be posted on the Company’s website www.gmrgroup.in and KFin Technologies Private Limited’s e-voting website i.e. <https://evoting.karvy.com> besides communicating to the Stock Exchanges where the Company’s shares are listed. The resolution, if approved, will be taken as passed effectively on March 30, 2020.

Members requiring any clarifications on e-voting may contact KFin Technologies Private Limited on toll free number 1800 345 4001 or by email: einward.ris@kfintech.com.

Proposed Resolutions

Item No. 1:

Approve divestment of minority equity stake in GMR Airports Limited and accord consent in terms of section 180(1)(a) of the Companies Act, 2013 and Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.

“**RESOLVED THAT** in supersession of the resolution passed by the shareholders of the Company vide Postal Ballot dated April 24, 2019 and which became effective from May 29, 2019, pursuant to the provisions of Section 110, 180(1)(a), to the extent relevant and applicable other applicable provisions, if any, of the Companies Act, 2013, read with rules thereunder, as amended, (“the Act”), the provision(s) of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), subject to any other approval of statutory/ competent authority, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include a Committee thereof), the consent, authority and approval of the Company be and is hereby granted to the Board, to sell/ transfer or otherwise dispose of, in one or more tranches, both by means of divestment and dilution to its existing stake, upto 25.15% of equity share capital, on a fully diluted basis, of GMR Airports Limited (“GAL”), a material subsidiary of the Company, to Aéroports de Paris S.A. or any of its nominees or associates (“the Prospective Investor”), such that the Prospective Investor post the proposed share transfer shall hold upto 49% of equity share capital of GAL (directly and indirectly) on a fully diluted basis and on such terms and conditions (which may include sale of additional equity stake/shares of GAL by the Company and/or its subsidiaries to the Prospective Investor, pursuant to the exercise of customary rights upon the occurrence of certain contingent events) as may be mutually agreed between the Prospective Investor and the Board (“GAL Equity Stake Sale”).

RESOLVED FURTHER THAT pursuant to the provisions of Section 110, 180(1)(a), to the extent relevant and applicable and other applicable provisions, if any, of the Act, the provision(s) of Regulation 24 of the Listing Regulations, to the extent relevant and applicable, consent, authority and approval be and is hereby granted for the Company to mortgage and / or charge all the immovable and / or movable properties (including pledge of shares) of the Company and its material subsidiaries, wherever situated, both present and future and / or whole or substantially the whole of the undertaking(s) of the Company to or in favour of any public or private financial institutions, banks, mutual funds, bodies corporate or any other persons whomsoever participating in extending financial assistance, to secure any term loans, working capital facilities, debentures or any other types of financial assistance, not exceeding the amounts previously approved by the shareholders vide resolution dated August 12, 2014, lent and advanced, agreed to be lent and or advanced by them, together with interest, compound interest, additional interest, liquidated damages, premium on monies payable to them under any loan agreement / letter of sanction / debenture trust deed etc., by the Company or any of its subsidiary or associate company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps, acts and deeds as may be required to give effect to the above resolutions, in its absolute discretion.”

Item No. 2:

Approve divestment of entire equity stake in GMR Kamalanga Energy Limited held by GMR Energy Limited, a subsidiary of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provision(s) of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”) and provisions of Section 110, 180 (1)(a), to the extent relevant and applicable and other applicable provisions, if any, of the Companies Act, 2013, read with rules thereunder, as amended, (‘the Act’), and subject to any other approval of statutory/ competent authority, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include a Committee of the Board), the consent, authority and approval of the Company be and is hereby granted to the Board for the divestment by way of sale/ transfer or otherwise dispose of entire stake, in GMR Kamalanga Energy Limited (“GKEL”), a step down material subsidiary of the Company, held by GMR Energy Limited (“GEL”), a material subsidiary of the Company to JSW Energy Limited and/or any of its affiliates on such terms and conditions and in such manner as the Board may at its absolute discretion determine.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, to give effect to the above resolution”.

**By order of the Board
For GMR Infrastructure Limited
Sd/-
T. Venkat Ramana
Company Secretary**

Place: New Delhi

Date: February 29, 2020

NOTES:

1. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended below.
2. The notice of postal ballot is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on February 24, 2020. i.e. cut-off date.
3. Members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and to others are being sent by Registered Post/Courier along with Postal Ballot Form.

Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot can download Postal Ballot Form from the weblink www.gmrgroup.in or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from KFin Technologies Private Limited, Unit: GMR Infrastructure Limited, KFinTech, Tower – B, Plot No 31 & 32, Selenium Building, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, fill in the details and send the same to the Scrutinizer.

Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self-addressed and postage prepaid envelope so as to reach the Scrutinizer on or before March 30, 2020, at the following address:

Scrutinizer

C/o KFin Technologies Private Limited

Unit: GMR Infrastructure Limited

KFinTech, Tower – B,

Plot No 31 & 32, Selenium Building,

Financial District, Nanakramguda,

Gachibowli, Hyderabad – 500 032,

4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged KFin Technologies Private Limited, for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

The instructions for Members for e-voting are as under:

(a) In case of Members receiving e-mail from KFin Technologies Private Limited:

- i) Open e-mail and then open PDF file viz., “GMR Infrastructure Limited e-Voting. pdf” with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-voting. Please note that the password is an initial password.
- ii) Open your web browser during the voting period and navigate to ‘<https://evoting.karvy.com>’
- iii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your Folio/DP ID and Client ID will be your User-ID.

User ID:	a)	For Members holding shares in Demat Form:
	b)	For NSDL : 8 Characters DP ID followed by 8 Digits Client ID
		For CDSL : 16 digits beneficiary ID
		For Members holding shares in Physical Form:
		Event Number followed by Folio Number registered with the Company.
Password:	Your Unique password is printed on the Postal Ballot Form	
Captcha:	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.	

- iv) Members can cast their vote online from March 1, 2020, 9:00 a.m. IST to, March 30, 2020 till 5:00 p.m. IST.

- v) After entering these details appropriately, click on "LOGIN".
 - vi) Members holding shares in Demat/Physical form will now reach Password Change menu, wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#). Kindly note that this password can be used by the member for voting relating to any other Company on which they are eligible to vote, provided that Company opts for e-voting through KFin Technologies Private Limited through e-voting platform. System will prompt you to change your password and update any contact details like mobile, email ID etc., on 1st login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii) You need to login again with the new credentials.
 - viii) On successful login, system will prompt to select the Event i.e., 'GMR Infrastructure Limited'.
 - ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
 - x) On the voting page, you will see Resolution Description and against the same the options (FOR/AGAINST) for voting. Enter the number of shares (which represents number of votes) under (FOR/AGAINST) or alternatively you may partially enter any number in (FOR) and partially in (AGAINST), but the total number in (FOR/AGAINST) taken together should not exceed your total shareholding. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xi) Once you (CONFIRM) your vote on the resolution, you will not be allowed to modify your vote.
 - xii) Corporate/Institutional Members (Corporate/FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail at sree@sreedharancs.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- (b) **In case of Members receiving Postal Ballot Form by Post:**
- (i) Initial Password is provided as below / at the bottom of the Postal Ballot Form.

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

- (ii) Please follow all steps from sr. no. (ii) to (xii) as mentioned in (a) above, to cast your vote.
 - (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of <https://evoting.karvy.com> or contact KFin Technologies Private Limited at the Telephone No.: (Toll Free No.: 18003454001)
 - (d) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. Members who have registered their e-mail id either with the Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through post. The Members can also seek duplicate Postal Ballot Form from KFin Technologies Private Limited at Tower – B, Plot No 31 & 32, Selenium Building, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.
 6. Kindly note that the Members can opt for only one mode of voting i.e. either by Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Postal Ballot also and vice versa. However, in case members cast their vote by both Postal Ballot and e-voting, then voting done through e-voting shall prevail.
 7. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours i.e 5:00 p.m. IST on March 30, 2020. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after March 30, 2020 would be strictly treated as if reply from the Members has not been received.
 8. The voting period ends on the close of working hours (i.e.5:00 p.m. IST) on March 30, 2020. The e-voting module for voting shall also be disabled by KFin Technologies Private Limited thereafter.
 9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on February 24, 2020. Person who is not a member as on the cut-off date should treat this notice for information purpose only.
 10. The Board of Directors has appointed Mr. Grandhi Kiran Kumar, Managing Director & CEO and Mr. T. Venkat Ramana, Company Secretary of the Company as the designated persons responsible for the entire Postal Ballot process.
 11. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. to 1:00 p.m. upto the date of declaration of result of Postal Ballot.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

Item No. 1:

The Company vide Postal Ballot Notice dated April 24, 2019 sought approval of the shareholders to accord their approval for the Company to divest either by itself or through its subsidiaries, upto 44% of the equity share capital of one of its subsidiary company, GMR Airports Limited (GAL) or such higher percentage of shares of GAL, as may be required owing to exercise of certain customary rights by the proposed investors upon occurrence of certain contingent events.

The shareholders through the above said Postal Ballot had approved the proposal and the shareholders' resolution was effective from May 29, 2019.

The Company had entered into binding term sheet with Tata Sons Private Limited ("Tata"), GIC Infra Holdings Pte. Ltd. ("GIC") and SSG Capital Management (Singapore) Pte. Ltd ("SSG") and binding agreements with these parties were also entered into during July 2019 to give effect to the proposed divestment of minority stake in GAL.

The Parties had since then engaged in obtaining all the necessary regulatory, statutory and other approvals that were required to consummate the transaction. While the parties had obtained majority of the approvals including the approval of the Competition Commission of India and the Reserve Bank of India, owing to few other approvals yet to be received, the consummation of the transaction was getting delayed.

With a view to ensure that the deleveraging of Group debt is not further delayed and to ensure that the growth opportunities in the Airport Sector are well captured and optimized, the Company entered into agreement with Aéroports de Paris S.A. ("ADP" or "Prospective Investor"), towards transfer of GAL equity shares and as an alternative to the divestment to and with the consent of the Tata, GIC and SSG.

ADP is an international airport operator based in Paris, France and listed on the French Stock Exchange, Euronext Paris. Groupe ADP is active in over 125 airports among 50 countries. In 2019, it handled a total traffic of 243.5 million passengers, through Paris Aeroport – a local brand which involves the three main airports of the Paris region: Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget, and through the network of the Turkish TAV Airports.

The Company along with its subsidiaries entered into binding agreements with ADP on February 20, 2020 for divesting and diluting its existing stake, held directly and indirectly, so that ADP will acquire a 49% of the equity stake in GAL in two tranches.

In the first tranche, GIL, through its subsidiary has already divested 19.13% of the equity stake in GAL to ADP. The second tranche shall involve a further divestment and dilution upto 25.15% on a fully diluted basis and shall be undertaken, subject to necessary approvals, including the approval of the shareholders of the Company.

With the proposed investment by ADP into the equity capital of GAL, the Group would benefit from the partnership with one of the renowned global airport operator and would have the option to collaborate / develop and operate new international airport projects, which would enhance value for both partners.

The applicable legal provisions in this regard are Section 110, 180(1)(a) to the extent relevant and applicable and other applicable provisions, if any, of the Companies Act, 2013, read with rules thereunder, as amended, (the 'Act') and the provision(s) of Regulation 24 of the Listing Regulations.

In view of the Background and Legal Provisions stated above, approval of the shareholders of the Company is sought for further divestment and dilution by the Company upto 25.15% equity shares, on fully diluted basis, of GMR Airports Limited ("GAL"), a material subsidiary of the Company, in one or more tranches either by itself or through any of its subsidiaries, on such terms and conditions (which may include sale of additional equity stake/shares of GAL by the Company/ or its subsidiaries to the Prospective Investor, pursuant to the exercise of customary rights upon the occurrence of certain contingent events) as may be mutually agreed between the Board of the Company and the Prospective Investor, including the terms communicated to the stock exchanges vide Company letter dated February 20, 2020. Approval of shareholders is also sought generally to charge/mortgage properties/ undertakings in terms of section 180(1)(a) of the Companies Act, 2013 and Regulation 24 of Listing Regulations, upto the limits previously approved by the shareholders vide resolution dated August 12, 2014.

This resolution is in supersession of the resolution approved by the shareholders of the Company vide Postal Ballot Notice dated April 24, 2019.

None of the Directors/ Manager/ Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested in the said resolution.

The Proposed Transaction is not a related party transaction.

The Board recommends passing of this resolution as a special resolution, through Postal Ballot.

Item No.2

GMR Energy Limited ("GEL") is a subsidiary of GMR Infrastructure Limited ("GIL"/ "Company") and is a joint venture Company in which GIL and its subsidiaries hold 51.73% equity shares. GMR Kamalanga Energy Limited ("GKEL"), is a subsidiary of GEL and is engaged in the business of inter-alia owning, operating and maintaining a coal fired power plant located at Dhenkanal, Odisha. GEL holds 87.42% of the equity shares in GKEL.

In line with the Asset Light and Asset Right strategy of the Group and with a view to reduce the consolidated debt at the Group level, it is being proposed that GEL will divest its entire equity share capital in GKEL. The divestment would also help to reduce the Group exposure to the fuel based power projects and also enable focus on other growth opportunities in the Airport Sector.

In this regard, GEL and GKEL have entered into definitive agreements on February 17, 2020 with JSW Energy Limited ("JSW") to enable JSW acquire 100% of the equity share capital of GKEL, on terms and conditions communicated by the Company to the stock exchanges vide letter dated February 17, 2020.

The transaction is subject to the terms of the Share Purchase Agreement executed among the parties and receipt of requisite statutory and regulatory approvals.

The applicable legal provisions in this regard are Section 110, 180(1)(a) to the extent relevant and applicable and other applicable provisions, if any, of the Companies Act, 2013, read with rules thereunder, as amended, (the 'Act') and the provision(s) of Regulation 24 of the Listing Regulations.

In view of the Background and Legal Provisions stated above, approval of the shareholders of the Company is sought for divestment by GEL of entire equity stake in GKEL.

None of the Directors/ Manager/ Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested in the said resolution.

The Proposed Transaction is not a related party transaction.

The Board recommends passing of this resolution as a special resolution, through Postal Ballot.

By order of the Board
For GMR Infrastructure Limited
Sd/-
T. Venkat Ramana
Company Secretary

Place: New Delhi
Date: February 29, 2020



GMR INFRASTRUCTURE LIMITED

(CIN: L45203MH1996PLC281138)

Regd. Office: Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India
Ph: +91 22 4202 8000 Fax: +91 22 4202 8004

Web: www.gmrgroup.in E-mail: Gil.Cosecy@gmrgroup.in

POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013, read with Companies Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

1. Name & Registered address of the sole / first named Member : Serial No.:
2. Name(s) of the joint Holders(s) (if any) :
3. Registered Folio No. / DP ID No. & Client ID No. :
4. 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 held	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	Approve divestment of minority equity stake in GMR Airports Limited and accord consent in terms of section 180(1)(a) of the Companies Act, 2013 and Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.			
2.	Approve divestment of entire equity stake in GMR Kamalanga Energy Limited held by GMR Energy Limited, a subsidiary of the Company.			

Date: _____

Place: _____

Signature of the Member _____

#Email: _____ #Tel No: _____

#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 March 30, 2020. (5.00 p.m. IST)

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. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by Kfin Technologies Private Limited (Kfintech), on all resolutions set forth in the Notice.
3. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
4. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
5. 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.
6. The self-addressed Business Reply Envelope bears the postal address of the Scrutinizer appointed by the Company.
7. 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.
8. 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.
9. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer, appointed by the Company so as to reach the Scrutinizer not later than the close of working hours on or before Monday, March 30, 2020 (i.e. 5:00 p.m. IST). Postal Ballot Forms received after this date will be strictly treated as if the reply from such members has not been received.
10. A member can apply for duplicate Postal Ballot Form through an email at einward.ris@kfintech.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 Monday, March 30, 2020 (i.e. 5:00 p.m. IST). For any clarification(s), please contact KFin Technologies Private Limited on toll free number: 1800 345 4001.
11. The right of voting by Postal Ballot shall not be exercised by proxy.
12. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing mediums like pencil.
13. 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. February 24, 2020.
14. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
15. 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.
16. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of Joint holders.
17. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
18. The result of Postal Ballot would be announced on or before Wednesday, April 1, 2020 by 4:00 p.m. IST. The Result along with Scrutinizer's Report of the Postal Ballot shall be placed on the Website of the Company, be communicated to the stock exchanges where the shares of the Company are listed and be displayed at the registered office and corporate office of the Company.