GMR Infrastructure Limited

New Udaan Bhawan, Opp. Terminal-3 Indira Gandhi International Airport New Delhi-110037 CIN: L45203MH1996PLC281138 T +91 11 42532600 F +91 11 47197181 W www.gmrgroup.in E Gil.Cosecy@gmrgroup.in

September 22, 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: Disclosures under SEBI (Listing **Obligations** and **Disclosure** Requirements) Regulations, 2015 ('SEBI LODR')

24th Annual General Meeting of GMR Infrastructure Limited held on Ref: Monday, September 21, 2020.

This is to inform you that the 24th Annual General Meeting of GMR Infrastructure Limited was held on Monday, September 21, 2020 through Video Conferencing ('VC') in accordance with the circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. In this regard please find enclosed the following:-

- 1. Summary proceedings as required under Regulation 30, Part A of Schedule III of the SEBI LODR as Annexure A.
- 2. Voting results as required under Regulation 44 of the SEBI LODR accompanied with scrutinizer's Report as Annexure B.

The Voting Results along with the Scrutinizer's Report is made available on the Company's website at www.gmrgroup.in.

This is for your information and records.

Thanking you,

Yours faithfully,

For GMR Infrastructure Limited

T. Venkat Ramana Company Secretary & **Compliance Officer**

Plot No. C-31, G Block 7th Floor, Naman Centre Bandra Kurla Complex (Opp. Dena Bank) Bandra(East), Mumbai-400 051 Airports | Energy | Transportation | Urban Infrastructure | Foundation

Registered Office:



Annexure A

Summary of proceedings of the 24th Annual General Meeting of GMR Infrastructure Limited held on Monday, September 21, 2020

The 24th Annual General Meeting of the Members of the Company was held on Monday, September 21, 2020 at 3:00 p.m through Video Conferencing ('VC') in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the requriements and procedures to be followed pursuant to the circular(s) issued by the Ministry of Corporate Affairs and SEBI towards conduct of the Annual General Meetings through Video Conference has been observed and followed.

Mr. G.M Rao, Chairman, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. The Chairman informed that the Meeting was held through VC in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. The Company Secretary made all necessary announcemnets and briefed the members on the VC procedures. The Chairman addressed the members and thereafter a presentation was made by the Chief Financial Officer.

The following items of business as stated in the notice of AGM, were transacted:

Ordinary Business:

- 1. Adoption of Audited financial statements (including consolidated financial statement) of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon;
- 2. Re-appointment of Mr. G.B.S. Raju (DIN:00061686), as Director who retires by rotation;

Special Business:

- 3. Appointment of Mr. Suresh Lilaram Narang (DIN:08734030) as an Independent Director of the Company.
- 4. Ratification of remuneration to Cost Auditor for the Financial Year ended March 31, 2021;
- 5. Approval for raising of funds through issuance of equity shares and/or other eligible securities through Qualified Institutions Placement.

Being interested in Item No. 2 of the Notice, Mr. GM Rao stepped down from the Chair and Mr. Suresh Narang, Independent Director chaired the Meeting with consent of other Directors.

The Company had in compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended applicable provisions of the SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015, had provided members the facility to cast vote electronically from Friday, September 18, 2020 (9.00 a.m. IST) to September 20, 2020 (5.00 p.m. IST). Further the facility to vote on the resolutions through electronic voting system was made available to the members who participated in the meeting and had not cast their votes through remote e-voting.

Mr. V Sreedharan of M/s V. Sreedharan & Associates, Practicing Company Secretary was appointed as the Scrutinizer for remote e-voting, e-voting during the AGM.

The queries raised by the Shareholders at the AGM were answered/clairified by the Chairman / Directors. Further, certain specific queries of Shareholders would be addressed through e-mail.

The Chairman informed the members that the Voting results of AGM pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 would be submitted to the Stock Exchanges within the prescribed time limit and also posted on the Company's website.

The 24th Annual General Meeting of the Company concluded at 6.08 P.M. and thereafter voting was kept open for further 15 minutes.

Based on the Report received from Mr. V. Sreedharan, Scrutnizer all the aforesaid business items were approved with requisite majority.

Note-1: Pursuant to the BSE Circular with ref. no. LIST/COMP/14/2018-19 dated June 20, 2018 and the National Stock Exchange of India Limited with ref. no. NSE/CML/2018/24, dated June 20, 2018, Mr. GBS Raju and Mr. Suresh Lilaram Narang are not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority.



			T						Anne	exure B
			GMR INFRASTRUC	TURE LIMITED						
Date of the AGM/EGM			21-09-2020 388835							
Total number of shareholders on record date No. of shareholders present in the meeting either	or in norcon or thro	ugh prove	388835							
Promoters and Promoter Group:	er in person or time	rugii proxy.	Not Applicable							
Public:			Not Applicable							
No. of Shareholders attended the meeting throu	igh Video Conferen	icing								
Promoters and Promoter Group:			23							
Public:			108							
a total	T.									
Resolution No.	1									
		nsider and adopt th			ling Consolidated F	inancial Statement	s of the Company f	or the Financial Yea	r ended March 31,	. 2020, and the
Resolution required: (Ordinary/ Special)	Reports of the Bo	ard of Directors and	Auditors thereor							
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
merested in the agenda/resolution.										
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
Catagoni	Made of Veting	No. of shares held (1)		shares	No. of Votes – in		polled	polled	Votos Involid	Vetes Absteined
Category	Mode of Voting E-Voting	(1)	polled (2) 3,95,42,17,516	(3)=[(2)/(1)]* 100 99.9936	3,95,42,17,516	against (5)	(6)=[(4)/(2)]*100 100.0000	(7)=[(5)/(2)]*100	Votes Invalid 0	Votes Abstained 0
	Poll	1	3,33,42,17,310		0,55,42,17,510	0			0	
	Postal Ballot (if	3,95,44,69,176								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,95,42,17,516	99.9936	3,95,42,17,516	C	100.0000		0	
	E-Voting		81,95,04,561	59.0888	67,56,12,958	14,38,91,603		17.5583	0	
	Poll Postal Ballot (if	1,38,69,04,405	43,90,69,922	31.6583	43,90,69,922	U	100.0000	0.0000	0	0
Public- Institutions	applicable)		n	0.0000	n	n	0.0000	0.0000	c	0
·	Total		1,25,85,74,483	90.7471	1,11,46,82,880	14,38,91,603			0	
	E-Voting		3,31,110	0.0477	3,24,239	6,871	97.9248	2.0751	0	10,30,24,677
	Poll	69,45,71,694	26,957	0.0039	26,057	900	96.6613	3.3386	0	40
	Postal Ballot (if	20,10,12,00								
Public- Non Institutions	applicable) Total		3,58,067	0.0000 0.0516	3,50,296	7,771	0.0000 97.8297	0.0000 2.1703	0	
	Total	6,03,59,45,275	5.21.31.50.066	86.3684	5,06,92,50,692	14.38.99.374		2.7603	0	
		5,550,550,150,2115	0,22,02,00,000		0,00,000,000	2.,00,00,00				
Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To ap	point a Director in	place of Mr. G.B.S.	Raju DIN00061686	who retires by rot	ation and being eli	gible, offers himsel	f for re-appointmer	ıt.	
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares held	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100			Votes Abstained
	E-Voting		3,95,42,17,516	99.9936	3,95,42,17,516	0	100.0000		0	
	Poll	3,95,44,69,176	0	0.0000	0	0	0.0000	0.0000	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0		0.0000	0.0000	0	0
romoter and romoter droup	Total		3,95,42,17,516		3,95,42,17,516	0			0	
	E-Voting		80,16,59,561	57.8021	57,56,31,781	22,60,27,780	71.8050	28.1949	0	
	Poll	1,38,69,04,405	43,90,69,922	31.6583	43,90,69,922	0	100.0000	0.0000	0	0
	Postal Ballot (if	1,30,03,04,403								
Public- Institutions	applicable) Total		1,24,07,29,483	0.0000 89.4604	1,01,47,01,703	22,60,27,780	0.0000 81.7827	0.0000 18.2173	0	
	E-Voting		10,33,50,721	14.8798	10,33,45,763	4,958	99.9952	0.0047	0	
	Poll		26,957	0.0039	25,907	1,050			0	
	Postal Ballot (if	69,45,71,694								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total	5 00 50 45 075	10,33,77,678						0	
	Total	6,03,59,45,275	5,29,83,24,677	87.7795	5,07,22,90,889	22,60,33,788	95.7339	4.2661	0	21452725
Resolution No.	3									
Resolution required: (Ordinary/ Special)	OPDINARY Appo	intment of Mr. Sure	ach Lilaram Narang	DIMO9724020 ac ac	Indopondent Dire	ector				
Whether promoter/ promoter group are	ополични прро	Internetine of Will: Surv	List Ellaratii i vararig	D114007 54030 83 81	т пасрепасне вне	Littor				
interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
		No. of shares held	No of votes	on outstanding shares	No. of Votes – in	No. of Votes -	favour on votes polled	against on votes polled		
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
,	E-Voting	,	3,95,42,17,516	99.9936	3,95,42,17,516	C			0	
	Poll	3,95,44,69,176	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	3,33,44,03,170								
Promoter and Promoter Group	applicable)		2.05.42.47.546	0.0000	0	0	0.0000		0	
	Total E-Voting		3,95,42,17,516 80,16,59,561	99.9936 57.8021	3,95,42,17,516 72,56,59,561	7,60,00,000		9.4803	0	
	Poll	-	43,90,69,922	31.6583	43,90,69,922	7,00,00,000			0	
	Postal Ballot (if	1,38,69,04,405	.,,,		.,,,.					
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		1,24,07,29,483	89.4604	1,16,47,29,483	7,60,00,000	93.8746		0	
	E-Voting	4	10,33,50,721		10,33,46,319	4,402		0.0042	0	
1	Poll Postal Ballot (if	69,45,71,694	26,957	0.0039	25,907	1,050	96.1049	3.8950	0	40
Public- Non Institutions	applicable)		n	0.0000	n	n	0.0000	0.0000	۰	0
2 2 22 22 22 22 22 22 22 22 22 22 22 22	Total		10,33,77,678		10,33,72,226	5,452			0	
	Total	6,03,59,45,275		87.7795		7,60,05,452			0	
Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratifi	cation of remunera	tion to Cost Audito	rs of the Company	for the Financial Ye	ar ended March 31	l, 2021.			
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No								1	4

				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares held	No. of votes		No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	(1)	polled (2)		favour (4)	against (5)	(6)=[(4)/(2)]*100	l'	Votes Invalid	Votes Abstai
	E-Voting	(- <i>i</i>	3,95,42,17,516		3,95,42,17,516	0		0.0000		0
	Poll		0	0.0000	0	0	0.0000	0.0000		0
	Postal Ballot (if	3,95,44,69,176								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000		0
	Total		3,95,42,17,516	99.9936	3,95,42,17,516	0	100.0000	0.0000		0
	E-Voting		82,01,54,561	59.1356	82,01,54,561	0	100.0000	0.0000		0 29,5
	Poll	1.38.69.04.405	43,90,69,922	31.6583	43,90,69,922	0	100.0000	0.0000		0
	Postal Ballot (if	1,36,09,04,403								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000		0
<u> </u>	Total		1,25,92,24,483	90.7939	1,25,92,24,483	0		0.0000		0 295
	E-Voting		10,33,53,821	14.8802	10,33,44,980	8,841	99.9914	0.0085		0
	Poll	69,45,71,694	26,957	0.0039	25,907	1,050	96.1049	3.8950		0
	Postal Ballot (if	05,45,71,054	1							
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000		0
	Total		10,33,80,778		10,33,70,887	9,891	99.9904	0.0096		0
	Total	6,03,59,45,275	5,31,68,22,777	88.0860	5,31,68,12,886	9,891	99.9998	0.0002		0 295
Resolution No.	5									
Resolution required: (Ordinary/ Special)		of funds through iss	suance of Equity Sh	ares andor other El	igible Securities thi	ough Qualified Inst	itutions Placement	t.		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are		of funds through iss	suance of Equity Sh	ares andor other El	igible Securities the	rough Qualified Inst	itutions Placement	t.		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	SPECIAL - Raising	of funds through iss	suance of Equity Sh	ares andor other El	igible Securities th	ough Qualified Inst	itutions Placement	t.		
Resolution required: (Ordinary/ Special)	SPECIAL - Raising	of funds through iss	suance of Equity Sh	ares andor other El	igible Securities th	ough Qualified Inst	itutions Placement	t.		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	SPECIAL - Raising	of funds through iss	suance of Equity Sh	ares andor other El	igible Securities th	ough Qualified Inst	itutions Placement	t. % of Votes		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	SPECIAL - Raising	of funds through iss	suance of Equity Sh		igible Securities thi	rough Qualified Inst				
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	SPECIAL - Raising	of funds through iss		% of Votes Polled on outstanding	igible Securities the		% of Votes in	% of Votes		
Resolution required: (Ordinary/Special) Whether promoter/promoter group are interested in the agenda/resolution?	SPECIAL - Raising			% of Votes Polled on outstanding	No. of Votes – in		% of Votes in favour on votes	% of Votes against on votes polled	Votes Invalid	Votes Abstai
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	SPECIAL - Raising	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in	No. of Votes –	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled		Votes Abstai
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	SPECIAL - Raising No Mode of Voting	No. of shares held	No. of votes polled (2) 3,95,42,17,516	% 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)]*100 100.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Resolution required: (Ordinary/Special) Whether promoter/promoter group are interested in the agenda/resolution?	SPECIAL - Raising No Mode of Voting E-Voting	No. of shares held	No. of votes polled (2) 3,95,42,17,516	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.9936	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000		0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	SPECIAL - Raising No Mode of Voting E-Voting Poll	No. of shares held	No. of votes polled (2) 3,95,42,17,516	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.9936	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000		0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	SPECIAL - Raising No Mode of Voting E-Voting Poll Postal Ballot (if	No. of shares held	No. of votes polled (2) 3,95,42,17,516	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.9936 0.0000	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000		0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	SPECIAL - Raising No Mode of Voting E-Voting Poll Postal Ballot (if applicable)	No. of shares held	No. of votes polled (2) 3,95,42,17,516	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.9936 0.0000	No. of Votes – in favour (4) 3,95,42,17,516	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 10.7201		0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	SPECIAL - Raising No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total	No. of shares held (1) 3,95,44,69,176	No. of votes polled (2) 3,95,42,17,516 0 3,95,42,17,516 82,01,54,561	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.936 0.0000 0.0000 99.9336	No. of Votes – in favour (4) 3,95,42,17,516 0	No. of Votes – against (5) 0 0 0	% of Votes in favour on votes polled (6)=[[4]/(2)]*100 0.0000 0.0000 100.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000		0 0 0 0 0 0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	SPECIAL - Raising No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting	No. of shares held	No. of votes polled (2) 3,95,42,17,516 0 3,95,42,17,516 82,01,54,561	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.9936 0.0000 99.9936 59.1356	No. of Votes – in favour (4) 3,95,42,17,516 0 3,95,42,17,516 73,22,32,678	No. of Votes – against (5) 0 0 0 0 8,79,21,883	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 89.2798	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 10.7201		0 0 0 0 0 0 29,5
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	No. of shares held (1) 3,95,44,69,176	No. of votes polled (2) 3,95,42,17,516 0 3,95,42,17,516 82,01,54,561	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.9936 0.0000 99.9936 59.1356	No. of Votes – in favour (4) 3,95,42,17,516 0 0 3,95,42,17,52 3,95,42,17,52 43,90,69,922	No. of Votes – against (5) 0 0 8,79,21,883	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 89.2798	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 10.7201		0 0 0 0 0 0 0 29,5 0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	SPECIAL - Raising No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if	No. of shares held (1) 3,95,44,69,176	No. of votes polled (2) 3,95,42,17,516 0 3,95,42,17,516 82,01,54,561	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.9936 0.0000 99.9936 59.1356 31.6583	No. of Votes – in favour (4) 3,95,42,17,516 0 3,95,42,17,516 73,22,32,678	No. of Votes – against (5) 0 0 0 0 0 0 8,79,21,883 0	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 89.2798 100.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 10.7201 0.0000		0 0 0 0 0 0 29,5
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Foll Formal E-Voting Foll Formal E-Voting Foll Formal E-Voting	No. of shares held (1) 3,95,44,69,176	No. of votes polled (2) 3,95,42,17,516 0 0 3,95,42,17,516 82,01,54,561 43,90,69,922 1,25,92,24,483 10,33,54,236	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.9936 0.0000 99.9936 59.1356 31.6583 0.0000 90.7939	No. of Votes – in favour (4) 3,95,42,17,516 0 0 3,95,42,17,516 73,22,32,678 43,90,69,922 1,17,13,02,600	No. of Votes – against (5) 0 0 0 8,79,21,883 0 8,79,21,883 3,416	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 10.7201 0.0000 0.0000 6.9822 0.0033		0 0 0 0 0 0 0 29,5 0 0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Total E-Voting Poll Foral Ballot (if applicable) Total E-Voting Poll	No. of shares held (1) - 3,95,44,69,176 - 1,38,69,04,405	No. of votes polled (2) 3,95,42,17,516 0 0 3,95,42,17,516 82,01,54,561 43,90,69,922 0 1,25,92,24,483 10,33,54,236	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.9936 0.0000 99.9936 59.1356 31.6583 0.0000	No. of Votes – in favour (4) 3,95,42,17,516 0 0 3,95,42,17,516 73,22,32,678 43,90,69,922 0 1,17,13,02,600	No. of Votes – against (5) 0 0 0 8,79,21,883	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 10.7201 0.0000 0.0000		0 0 0 0 0 0 29,5 0 0 29,5
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Foll Formal E-Voting Foll Formal E-Voting Foll Formal E-Voting	No. of shares held (1) 3,95,44,69,176	No. of votes polled (2) 3,95,42,17,516 0 0 3,95,42,17,516 82,01,54,561 43,90,69,922 0 1,25,92,24,483 10,33,54,236	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.9936 0.0000 99.9936 59.1356 31.6583 0.0000 90.7939	No. of Votes – in favour (4) 3,95,42,17,516 0 0 3,95,42,17,516 73,22,32,678 43,90,69,922 1,17,13,02,600	No. of Votes – against (5) 0 0 0 8,79,21,883 0 8,79,21,883 3,416	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 10.7201 0.0000 0.0000 6.9822 0.0033		0 0 0 0 0 0 0 29,5 0 0
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	No. of shares held (1) - 3,95,44,69,176 - 1,38,69,04,405	No. of votes polled (2) 3,95,42,17,516 0 0 3,95,42,17,516 82,01,54,561 43,90,69,922 1,25,92,24,483 10,33,54,236 26,997	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.9936 0.0000 99.9936 59.1356 31.6583 0.0000 90.7939 14.8803 0.00039	No. of Votes – in favour (4) 3,95,42,17,516 0 0 3,95,42,17,516 73,22,32,678 43,90,69,922 1,17,13,02,600 10,33,50,820 25,947	No. of Votes – against (5) 0 0 0 8,79,21,883 0 8,79,21,883 3,416 1,050	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 10.7201 0.0000 0.9822 0.0033 3.8893		0 0 0 0 0 0 0 29,5 0 0 295 0 0 295
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	No. of shares held (1) - 3,95,44,69,176 - 1,38,69,04,405	No. of votes polled (2) 3,95,42,17,516 0 3,95,42,17,516 43,90,69,922 0 1,25,92,24,483 10,33,54,236 26,997 0 10,33,81,233	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.9936 0.0000 99.9936 59.1356 31.6583 0.0000 90.7939 14.8803 0.0039	No. of Votes – in favour (4) 3,95,42,17,516 0 0 3,95,42,17,516 73,22,32,678 43,90,69,922 1,17,13,02,600	No. of Votes – against (5) 0 0 0 8,79,21,883 0 8,79,21,883 3,416	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 3.0220 0.0003 3.8893		0 0 0 0 0 0 0 29,5 0 0 295 0

V SREEDHARAN AND ASSOCIATES

Company Secretaries

No. 32/33, 1st and 2rd Floor, GNR Complex, 8rd Cross, Wilson Garden, Bengaluru 560 027 L+91 80 222 90 394 **≥** compliance@sreedharancs.com



Form No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Twenty Fourth Annual General Meeting (AGM) of the members of "GMR Infrastructure Limited" held on Monday, September 21, 2020 at 3.00 PM through Video Conferencing (VC).

Sir,

I, V. Sreedharan, Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Voting through electronic voting system ("Instapoll") at the AGM.

Correany of Secretaries of Secretari

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through Video Conferencing ("VC") and voting by electronic means for the resolutions contained in the Notice of the Twenty Fourth Annual General Meeting of the members dated August 27, 2020. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" for the resolutions stated in the notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Private Limited, the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM ("instapoll").

We submit our report as under:

- 1. The remote E-Voting period remained open from Friday, September 18, 2020 up to Sunday, September 20, 2020.
- 2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to MCA Circular No.20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.



- The voting rights were reckoned as on Monday, September 14, 2020 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
- 4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on September 21, 2020 at 6.30 P.M. in the presence of two witnesses.
- 5. After declaration of voting by the Chairperson, the shareholders present at the AGM through VC voted through e-voting facility provided by KFin Technologies Private Limited.
- 6. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Private Limited had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- 7. Based on the data provided by KFin Technologies Private Limited e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



a) RESOLUTION 1 - Ordinary Resolution

To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020, and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	238	23	261
Number of votes cast by them	463,01,54,713	43,90,95,979	506,92,50,692
% of Total Number of valid votes cast	96.99	100	97.24

(ii) Voted against the resolution

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	62	1	63
Number of votes cast by them	14,38,98,474	900	14,38,99,374
% of Total Number of valid votes cast	3.01	0.00	2.76

(iii) Invalid Votes - NIL

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b) RESOLUTION 2 - Ordinary Resolution

To appoint a Director in place of Mr. G.B.S. Raju (DIN:00061686), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution

Particulars	Remote E- voting	the AGM (Instapoll)	Tótal
Number of Members	217	23:	240
Number of votes cast by them	463,31,95,060	43,90,95,829	507,22,90,889
% of Total Number of valid votes cast	95.35	100	95.73

(ii) Voted against the resolution

Partículars	Remote E- voting	E-Voting at the AGM (Instapoli)	Total
Number of Members voting	79	2	81.
Number of votes cast by them	22,60,32,738	1,050	22,60,33,788
% of Total Number of valid votes cast	4.65	0.00	4.27



c) RESOLUTION 3 - Ordinary Resolution

Appointment of Mr. Suresh Lilaram Narang (DIN:08734030) as an Independent Director.

(i) Voted in favour of Resolution

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	286	23	309
Number of votes cast by them	478,32,23,396	43,90,95,829	522,23,19,225
% of Total Number of valid votes cast	98.44	100	98.57

(ii) Voted against the resolution

Particulars	Remote E- voting	E-Voting at the AGM (instapoll)	Total
Number of Members voting	10	2	12
Number of votes cast by them	7,60,04,402	1,050	7,60,05,452
% of Total Number of valid votes cast	1.56	0.00	1.43



d) RESOLUTION 4 - Ordinary Resolution

Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2021.

(i) Voted in favour of Resolution

Particulars	Remote E- voting	the AGM (Instapoll)	Total
Number of Members voting	286	.23	309
Number of votes cast by them	487,77,17,057	43,90,95,829	531,68,12,886
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	14	2	16
Number of votes cast by them	8,841	1;050:	9,891
% of Total Number of valid votes cast	0.00	0.00	0.00



e) RESOLUTION 5 - Special Resolution

Approve raising of funds through issuance of equity shares and/or other eligible securities through Qualified Institutions Placement.

(i) Voted in favour of Resolution

Particulars	Remote E- voting	the AGM (Instapoll)	Total
Number of Members	276	24	300
Number of votes cast by them	478,98,01,014	43,90,95,869	522,88,96,883
% of Total Number of valid votes cast	98.20	100	98.35

(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	26	2	28
Number of votes cast by them	8,79,25,299	1,050	8,79,26,349
% of Total Number of valid votes cast	1.80	0.00	1.65



- 8. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.
- 9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V, Steedharan & Associates

V. Sreedharan Partner

F.C.S.-2347 : C.P. No. 833

September 22, 2020 Bengaluru

UDIN number: F002347B000747817

For GMR Infrastructure Limited

Company Secretary