

Corporate Office: New Udaan Bhawan, Ground Floor Opp. Terminal 3, IGI Airport New Delhi 110037, India CIN L45203MH1996PLC281138 T +91 11 47197001 F +91 11 47197181 W www.gmrgroup.in

September 30, 2017

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: Submission of disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations)

Ref: 21<sup>st</sup> Annual General Meeting (AGM) of GMR Infrastructure Limited held on Friday, September 29, 2017

This is to inform you that the 21<sup>st</sup> Annual General Meeting of GMR Infrastructure Limited was held on Friday, September 29, 2017 in this connection please find enclosed following:-

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

Kindly take the above on records.

Thanking you,

Yours faithfully, For **GMR Infrastructure Limited** 

Schempel.

A. S. Cherukupalli Company Secretary & Compliance Officer

Encl: As above

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

Ing.

#### Summary of proceedings of the 21<sup>st</sup> Annual General Meeting of GMR Infrastructure Limited held on Friday, September 29, 2017

The 21<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company was held on Friday, September 29, 2017 at 2:15 p.m at Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai – 400050.

Mr. G.M Rao, Chairman, chaired the meeting and addressed the members, proxies and invitees and conducted the proceedings of the meeting and thereafter the following items of business as stated in the notice of AGM, were transacted:

- 1. Adoption of Audited annual financial statements (including consolidated financial statement) of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon;
- 2. Re-appointment of Mr. G.M Rao as Director;
- 3. Re-appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company;
- 4. Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2018;
- 5. Approval for fund raising for an amount upto Rs. 2,500 Crore in one or more tranches;
- 6. Re-appointment of Mr. G.M Rao as Executive Chairman of the Company; and
- 7. Re-appointment of Mr. Grandhi Kiran Kumar as Managing Director of the Company.

Mr. G.M. Rao, being interested in agenda items no. 2, 6 and 7 as mentioned above did not participated in the proceeding, for transacting these items, Mr. N.C. Sarabeswaran chaired the meeting.

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided members the facility of remote e-voting from September 26, 2017 (9.00 a.m.) to September 28, 2017 (5.00 p.m.). Members who were present at the AGM and did not cast their votes through remote e voting were provided facility to cast their votes at the Venue of AGM through e voting.

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

The queries raised by the Shareholders at the AGM were answered/clairified by the Chairrman.

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

The 21<sup>st</sup> Annual General Meeting of the Company concluded at 4.25 P.M.

Annexure - B

GMR Infrastructure Limited Voting Results of 21st Annual General Meeting held on September 29, 2017 Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Annual General Meeting Total number of shareholders on record	date (22.09.2017)		: September 29, : 415417	, 2017				
No. of shareholders present in the meeting	ng either in persor	n or through proxy:						
Promoters and Promoter Group: Public: No. of Shareholders attended the meetin Promoters and Promoter Group: Public:	g through Video C	conferencing	: 26 : 31 : Not Applicable					
Resolution No. Resolution required: Ordinary	1 Adaption of Au	dited financial statem	anto (including a	anadidated financia	al atotomont) of t	ha Campany far	the financial year	anded March 21
Resolution required. Ordinary		eports of the Board of			a statement) of t	ne company for	the mancial year e	ended March 31,
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	3721549249	3721549249	100.00	3721549249	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0				0.00	
	Total		3721549249			0		
Public-Institutions	E-Voting	1622130215	862309924			196933504		
	Poll Postal Ballot (if applicable)		0			0		
	Total		862309924	53.16	665376420	196933504	77.16	22.84
Public- Non Institutions	E-Voting	692265811	46364433			1438	100.00	
	Poll		630330			0	100.00	
	Postal Ballot (if applicable)		0		00	0	0.00	
	Total		46994763			1438		
	Total	6035945275	4630853936	76.72	4433918994	196934942	95.75	4.25
Resolution No.	2							
Resolution required: Ordinary	Re-appointmer	nt of Mr. G.M. Rao as D	Director who reti	res by rotation.				
Whether promoter/ promoter group are interested in the agenda/resolution?	Non of the prom	oter / promoter group ir	nterested except	Mr. G.M. Rao				
Category	Mode of Voting	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	E-Voting	3721549249	3719816919		3719816919	0		
	Poll		0		00	0		
	Postal Ballot (if applicable)		0			-	0.00	
Public- Institutions	Total E Voting	1622130215	3719816919 863936301	99.95 53.26		0 103937307	100.00	
rubic- institutions	E-Voting Poll	1022130215	863936301		759998994	103937307		
	Postal Ballot (if applicable)		0					
	Total		863936301	53.26	759998994	103937307	87.97	12.03
Public- Non Institutions	E-Voting	692265811	46363526			3346		
	Poll		630330		630330	0	100.00	0.00
	Postal Ballot (if applicable)		0			0	0.00	
	Total		46993856			3346	99.99	0.01
	Total	6035945275	4630747076	76.72	4526806423	103940653	97.76	2.24

Resolution No.	3							
Resolution required: Ordinary	Re-appointmer	t of M/s. S. R. Batlibo	i & Associates L	LP, Chartered Acco	untants, as Statu	tory Auditors of	the Company.	
Whether promoter/ promoter group are	No							
interested in the agenda/resolution?								
Category	Mode of Voting	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	E-Voting	3721549249	3721549249	100.00	3721549249	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if		0	0.00	00	0	0.00	0.00
	applicable) Total		3721549249	100.00	3721549249	0	100.00	0.00
Public- Institutions	E-Voting	1622130215	863936301	53.26		0		
	Poll		0					
	Postal Ballot (if		0	0.00	00	0	0.00	0.00
	applicable)		863936301	53.26	863936301	0	100.00	0.00
Public- Non Institutions	Total E-Voting	692265811	46364260	53.26		3485		
	Poll	002200011	630330			0400		
	Postal Ballot (if		0	0.00	00	0	0.00	
	applicable)							
	Total	6005045075	46994590			3485	99.99	
	Total	6035945275	4632480140	76.75	4632476655	3485	100.00	0.00
Resolution No.	4							
Resolution required: Ordinary	Ratification of r	emuneration to Cost	Auditor for the f	inancial year ending	March 31, 2018.			
Whether promoter/ promoter group are	No							
interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes –	No. of Votes -	% of Votes in	% of Votes
		(1)	polled (2)	on outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3721549249	3721549249	100.00	3721549249	0	100.00	0.00
Fromoter and Fromoter Group	Poll	5721549249	3721349249					
	Postal Ballot (if		0					
	applicable)		3721549249	100.00	3721549249	0	100.00	0.00
Public- Institutions	Total E-Voting	1622130215	863936301	53.26		0		
	Poll	1022100210	00000001					
	Postal Ballot (if		0	0.00	00	0	0.00	0.00
	applicable)							
Public- Non Institutions	Total E Voting	692265811	863936301 46364399	53.26		0 5734	100.00	
Public- Non Institutions	E-Voting Poll	092203011	630330			0		
	Postal Ballot (if		000000	0.00				
	applicable)							
	Total		46994729			5734	99.99	
	Total	6035945275	4632480279	76.75	4632474545	5734	100.00	0.00
Resolution No.	5							
Resolution required: Special	Approval for is	sue and allotment of	securities, for an	amount upto Rs.2,5	500 Crore in one	or more tranche	s.	
Whether promoter/ promoter group are interested in the agenda/resolution?	No			. ,				
Category	Mode of Votina	No. of shares held	No. of votes	% of Votes Polled	No. of Votes -	No. of Votes -	% of Votes in	% of Votes
		(1)	polled (2)	on outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100
	1			1	I	0	100.00	0.00
Promoter and Promoter Group	E-Votina	3721549249	3721549249	100.00	3721549249			
Promoter and Promoter Group	E-Voting Poll	3721549249	3721549249 0					0.0
Promoter and Promoter Group	Poll Postal Ballot (if			0.00	00	0	0.00	
Promoter and Promoter Group	Poll Postal Ballot (if applicable)		0	0.00	00 00	0	0.00	0.0
	Poll Postal Ballot (if applicable) Total		0 0 3721549249	0.00 0.00 100.00	0 00 0 00 3721549249	000000000000000000000000000000000000000	0.00	0.0
	Poll Postal Ballot (if applicable) Total E-Voting		0 0 3721549249 863936301	0.00 0.00 100.00 53.26	00 00 3721549249 6 675656468	0 0 0 188279833	0.00 0.00 100.00 78.21	0.0 0.0 21.7
	Poll Postal Ballot (if applicable) Total	1622130215	0 0 3721549249	0.00 0.00 100.00 53.26 0.00	00 00 3721549249 6 675656468 0 00	0 0 0 188279833 0	0.00 0.00 100.00 78.21 0.00	0.0 0.0 21.7 0.0
	Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	1622130215	0 0 3721549249 863936301 0 0	0.00 0.00 100.00 53.26 0.00 0.00	00 00 3721549249 675656468 000 00	0 0 188279833 0 0	0.00 0.00 100.00 78.21 0.00 0.00	0.0 0.0 21.7 0.0 0.0
Public- Institutions	Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total	1622130215	0 0 3721549249 863936301 0 863936301	0.00 0.00 100.00 53.26 0.00 0.00 53.26	00 00 3721549249 675656468 00 00 00 675656468	0 0 188279833 0 0 188279833	0.00 0.00 78.21 0.00 0.00 78.21	0.0 0.0 21.7 0.0 0.0 21.7
Public- Institutions	Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting	1622130215	0 0 3721549249 863936301 0 0 863936301 46361688	0.00 0.00 53.26 0.00 0.00 53.26 0.00 0.00 53.26 6.70	00 00 3721549249 675656468 000 00 6675656468 46354040	0 0 188279833 0 0 188279833 7648	0.00 0.00 78.21 0.00 0.00 78.21 99.98	0.0 0.0 21.7 0.0 0.0 21.7 0.0
Promoter and Promoter Group Public- Institutions Public- Non Institutions	Poll           Postal Ballot (if           applicable)           Total           E-Voting           Poll           Postal Ballot (if           applicable)           Total           E-Voting           Pollabele           Total           E-Voting           Poll           Postal Ballot (if           Postal Ballot (if	1622130215 692265811	0 0 3721549249 863936301 0 863936301	0.00 0.00 53.20 0.00 0.00 53.20 53.20 0.00 0.00 0.00 0.00	00 00 3721549249 675656468 000 6675656468 46354040 630330	0 0 188279833 0 0 188279833 7648 0	0.00 0.00 78.21 0.00 78.21 78.21 9.00 78.21 9.98 100.00	0.0 0.0 21.7 0.0 0.0 21.7 0.0 0.0 0.0
Public- Institutions	Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll	1622130215 692265811	0 0 3721549249 863936301 0 0 863936301 46361688 630330	0.00 0.00 53.26 0.00 53.26 0.00 53.26 6.70 0.09 0.00	000 00 0721549249 675656468 000 000 675656468 46354040 630330 000	0 0 188279833 0 0 188279833 7648 0 0 0	0.00 0.00 78.21 0.00 0.00 78.21 99.95 100.00 0.00	0.0 0.0 21.7 0.0 0.0 21.7 0.0 0.0 0.0

Resolution No.	6								
Resolution required: Special	Re-appointment of Mr. G. M. Rao as Executive Chairman of the Company.								
Whether promoter/ promoter group are	Non of the prome	oter / promoter group in	nterested except I	Mr. G.M. Rao					
interested in the agenda/resolution?									
Category	Mode of Voting	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	E-Voting	3721549249	3719816919	99.95	3719816919	0	100.00	0.00	
	Poll		0	0.00	00	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00	
	Total		3719816919	99.95	3719816919	0	100.00	0.00	
Public- Institutions	E-Voting	1622130215	863936301	53.26	829278985	34657316	95.99	4.01	
	Poll		0	0.00	00	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00	
	Total		863936301	53.26	829278985	34657316	95.99	4.01	
Public- Non Institutions	E-Voting	692265811	46364032	6.70	46360340	3692	99.99	0.01	
	Poll		630330	0.09	630330	0	100.00		
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00	
				0.70	46990670	3692	99.99	0.01	
	Total		46994362	6.79	46990670	3092	33.33	0.01	
	Total Total	6035945275	46994362 4630747582						
Resolution No.		6035945275							
Resolution No. Resolution required: Special	Total 7	6035945275 t of Mr. Grandhi Kiran	4630747582	76.72	4596086574				
Resolution required: Special Whether promoter/ promoter group are	Total 7 Re-appointmen		4630747582 Kumar as Mana	76.72	4596086574 Company.	34661008			
Resolution required: Special	Total 7 Re-appointmen Non of the prome	t of Mr. Grandhi Kiran	4630747582 Kumar as Mana	76.72	4596086574 Company.	34661008			
Resolution required: Special Whether promoter/ promoter group are interested in the agenda/resolution?	Total 7 Re-appointmen Non of the prom Mode of Voting E-Voting	t of Mr. Grandhi Kiran oter / promoter group it No. of shares held	4630747582 Kumar as Mana hterested except I No. of votes	r6.72 rging Director of the Mr. G.M. Rao & Mr. C on outstanding shares (3)=[(2)/(1)]* 100 99.98	4596086574 Company. Grandhi Kiran Kun No. of Votes –	34661008 nar No. of Votes – against (5)	99.25 % of Votes in favour on votes polled (6)=[(4)/(2)]*100	0.75 % of Votes against on votes polled	
Resolution required: Special Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total 7 Re-appointmen Non of the prom Mode of Voting E-Voting Poll	t of Mr. Grandhi Kiran oter / promoter group ii No. of shares held (1) 3721549249	4630747582 Kumar as Mana hterested except I No. of votes polled (2) 3720676089 0	76.72 Iging Director of the Mr. G.M. Rao & Mr. G % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.98 0.00	4596086574 Company. Grandhi Kiran Kur No. of Votes – in favour (4) 3720676085 000	34661008 nar No. of Votes – against (5) 0 0	99.25 % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00	0.75 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00	
Resolution required: Special Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total 7 Re-appointmen Non of the prom Mode of Voting E-Voting	t of Mr. Grandhi Kiran oter / promoter group ii No. of shares held (1) 3721549249	4630747582 Kumar as Mana Iterested except I No. of votes polled (2) 3720676089 0 0	76.72 rging Director of the Mr. G.M. Rao & Mr. G % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.98 0.00 0.00	4596086574 Company. Srandhi Kiran Kun No. of Votes – in favour (4) 3720676085 00 00	34661008 nar No. of Votes – against (5) 0 0 0	99.25 % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00	0.75 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00	
Resolution required: Special Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total 7 7 Re-appointmen Non of the promo Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total	t of Mr. Grandhi Kiran oter / promoter group in No. of shares held (1) 3721549249	4630747582 Kumar as Mana aterested except I No. of votes polled (2) 3720676089 0 0 3720676089	76.72 rging Director of the Mr. G.M. Rao & Mr. C % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.98 0.00 0.00 99.98	4596086574 Company. irandhi Kiran Kun No. of Votes – in favour (4) 3720676085 00 00 3720676085	34661008 har No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	99.25 % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00 100.00	0.75 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00	
Resolution required: Special Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total 7 Re-appointmen Non of the prome Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting E-Voting	t of Mr. Grandhi Kiran oter / promoter group ii No. of shares held (1) 3721549249	4630747582 Kumar as Mana nterested except I No. of votes polled (2) 3720676089 0 0 3720676089 863936301	76.72 ging Director of the Mr. G.M. Rao & Mr. G % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.98 0.00 0.00 99.98 53.26	4596086574 Company. Srandhi Kiran Kun No. of Votes – in favour (4) 3720676085 000 000 3720676085 863936301	34661008 har No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	99.25 % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00 0.00	0.75 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00	
Resolution required: Special Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total 7 Re-appointmen Non of the prom Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Poll	t of Mr. Grandhi Kiran oter / promoter group in No. of shares held (1) 3721549249 1622130215	4630747582 Kumar as Mana hterested except I No. of votes polled (2) 3720676089 0 0 3720676089 863936301 0	76.72 ging Director of the Mr. G.M. Rao & Mr. G % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.98 0.00 0.00 99.98 53.26 0.00	4596086574 Company. Brandhi Kiran Kun No. of Votes – in favour (4) 3720676085 00 3720676085 863936301 00	34661008 har No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	99.25 % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00 0.00	0.75 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00	
Resolution required: Special Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total 7 Re-appointmen Non of the prome Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting E-Voting	t of Mr. Grandhi Kiran oter / promoter group in No. of shares held (1) 3721549249 1622130215	4630747582 Kumar as Mana iterested except I No. of votes polled (2) 3720676089 0 0 3720676089 863936301 0 0 0 0 0 0 0 0 0 0 0 0 0	76.72           aging Director of the           Mr. G.M. Rao & Mr. G           % of Votes Polled           on outstanding           shares (3)=[(2)/(1)]*           100           99.98           0.00           99.98           0.00           0.00           0.00           0.00           0.00           0.00	4596086574 Company. irandhi Kiran Kun No. of Votes – in favour (4) 3720676085 000 01 3720676085 863936301 000 000	34661008 har No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	% of Votes in favour on votes polled (6)=[(4)/(2)]*100           100.00           0.00           100.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00	0.75 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00	
Resolution required: Special Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	Total       7       Re-appointmen       Non of the prome       Mode of Voting       E-Voting       Poll       Postal Ballot (if applicable)       Total       E-Voting       Poll       Postal Ballot (if applicable)       Total       E-Voting       Poll       Total       Total       Total       Total	t of Mr. Grandhi Kiran oter / promoter group in No. of shares held (1) 3721549249 1622130215	4630747582 Kumar as Mana Iterested except I No. of votes polled (2) 3720676089 0 3720676089 863936301 0 0 863936301	76.72 ging Director of the Mr. G.M. Rao & Mr. C % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.98 0.00 0.00 99.98 53.26 0.00 0.00 53.26	4596086574 Company. irandhi Kiran Kun No. of Votes – in favour (4) 3720676085 000 07 3720676085 863936301 000 000 000 863936301	34661008 har No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	99.25           % of Votes in favour on votes polled (6)=[(4)/(2)]*100           100.00           0.000           0.000           0.000           0.000           0.000           0.000           0.000           0.000           100.000           100.000           100.000           100.000           0.000           0.000           0.000           0.000	0.75 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00	
Resolution required: Special Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total       7       Re-appointmen       Non of the prom       Mode of Voting       E-Voting       Poll       Postal Ballot (if applicable)       Total       E-Voting       Poll       Total       Bostal Ballot (if applicable)       Total       E-Voting       Poll       Postal Ballot (if applicable)       Total       E-Voting	t of Mr. Grandhi Kiran oter / promoter group in No. of shares held (1) 3721549249 1622130215	4630747582 Kumar as Mana iterested except I No. of votes polled (2) 3720676089 0 0 3720676089 863936301 0 0 0 0 0 0 0 0 0 0 0 0 0	76.72 ging Director of the Mr. G.M. Rao & Mr. G % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.98 0.00 0.00 99.98 53.26 0.00 0.00 0.00 53.26 6.70	4596086574 Company. irandhi Kiran Kun No. of Votes - in favour (4) 3720676085 00 07 3720676085 863936301 00 00 863936301 46359694	34661008 har No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	99.25           % of Votes in favour on votes polled (6)=[(4)/(2)]*100           100.00           0.00           100.00           0.00           100.00           0.00           100.00           100.00           100.00           100.00           100.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00	0.75 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00 0.00	
Resolution required: Special Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	Total         7         Re-appointmen         Non of the promu         Mode of Voting         E-Voting         Poll         Postal Ballot (if applicable)         Total         E-Voting         Postal Ballot (if Postal Ballot	t of Mr. Grandhi Kiran oter / promoter group in No. of shares held (1) 3721549249 1622130215 692265811	4630747582 Kumar as Mana Iterested except I No. of votes polled (2) 3720676089 0 3720676089 863936301 0 0 863936301	76.72 ging Director of the Mr. G.M. Rao & Mr. G % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 99.98 0.00 0.00 99.98 53.26 0.00 0.00 0.00 53.26 6.70	4596086574 Company. irandhi Kiran Kun No. of Votes – in favour (4) 3720676085 000 07 3720676085 863936301 000 000 000 863936301	34661008	99.25           % of Votes in favour on votes polled (6)=[(4)/(2)]*100           100.00 0.00           100.00           0.00           100.00           0.00           100.00           100.00           100.00           100.00           100.00           100.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00	0.75 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00 0.00	
Resolution required: Special Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	Total       7       Re-appointmen       Non of the prome       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       Postal Ballot (if applicable)	t of Mr. Grandhi Kiran oter / promoter group in No. of shares held (1) 3721549249 1622130215 692265811	4630747582 Kumar as Mana iterested except I No. of votes polled (2) 3720676089 0 0 3720676089 863936301 0 0 0 0 0 0 0 0 0 0 0 0 0	76.72           aging Director of the           Mr. G.M. Rao & Mr. G           % of Votes Polled           on outstanding           shares (3)=[(2)/(1)]*           100           99.98           0.00           99.98           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00           0.00	4596086574	34661008	% of Votes in favour on votes polled           (6)=[(4)/(2)]*100           100.00           0.00           100.00           100.00           100.00           100.00           100.00           100.00           100.00           100.00           100.00           100.00           100.00           100.00           100.00	0.75 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00 0.00	

V. SREEDHARAN AND ASSOCIATES Company Secretaries

No. 32/33, 1<sup>st</sup> and 2<sup>nd</sup> Floor, GNR Complex, 8<sup>th</sup> Cross, Wilson Garden, Bengaluru 560 027 €+91 80 222 90 394 ≥ compliance@sreedharancs.com



#### Form No. MGT-13

#### **REPORT OF SCRUTINIZER**

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the

Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Twenty First Annual General Meeting of the Equity Shareholders of "GMR Infrastructure Limited" held on September 29, 2017 at 2:15 p.m. at Rangsharda Auditorium, Hotel Rangasharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai- 400050, Maharashtra.

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 provision 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 annual general meeting.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the Twenty First Annual General Meeting of the Equity Shareholders dated August 31, 2017. My responsibility as a Scrutinizer for the voting process is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolution stated in the notice of the Annual General Meeting, based on the report generated from the e-voting system and Instapoll provided by Karvy Computershare Private Limited, the Agency Authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and voting at the general meeting by Instapoll at the venue of the Annual General Meeting.

#### We submit our report as under:

#### A. Relating to E-Voting:

- 1. The remote E-Voting period remained open from 9.00 a.m. Tuesday, September 26, 2017 up to 5.00 p.m. Thursday, September 28, 2017.
- 2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent by electronic mode to those members whose email ids were registered with the Depository Participants and the same were sent to all other members at their registered address in permitted mode.
- B. Relating to voting at the AGM :

#### Instapoll

After the conclusion of the Annual General Meeting, the votes cast through Instapoll were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

- C. Result of Remote E-Voting and Instapoll Voting at AGM is as under:
- 1. The voting rights were reckoned as on Friday, September 22, 2017, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and instapoll at the meeting.
- 2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on September 29, 2017 at 4.29 P.M. in presence of two witnesses who are not in the employment of the Company.
- 3. Thereafter, Karvy Computershare Private Limited provided the details of equity shareholders, who voted "For" or "Against" through voting at the annual general meeting by electronic means (Instapoll).
- 4. The combined result of remote e-voting and poll is as under:

#### a) **RESOLUTION 1**

Adoption of Audited Financial Statements (including consolidated financial statement) of the Company for the Financial Year ended March 31, 2017, and the Reports of the Board of Directors and Auditors thereon.

(i)	Voted ir	n favour	of Resolution
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	Remote E-, voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	220	21	241
Number of votes cast by them	443,32,88,664	6,30,330	443,39,18,994
% of Total Number of valid votes cast	95.75	100	95.75

# (ii) Voted **against** the resolution

		<ul> <li>A.</li> </ul>	
		Instapoll	
	Remote E-	(E-	Total
	voting	Voting at	Total
		AGM)	
Number of Members present		-	
and voting (in person or by	62	ŅIL	62
proxy)	- T		+
Number of votes cast by them	19,69,34,942	NIL	19,69,34,942
% of Total Number of valid votes cast	4.25	NIL	4.25
			(a)

# b) **RESOLUTION 2**

Re-appointment of Mr. G.M. Rao as Director who retires by rotation.

(i) Voted in favour of Resolution

48	Remote E- ' voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	242	21	263
Number of votes cast by them	452,61,76,093	6,30,330	452,68,06,423
% of Total Number of valid votes cast	97.75	100	97.75

## (ii) Voted against the resolution

	Remote E- voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	34	NIL	34
Number of votes cast by them	10,39,40,653	NIL	10,39,40,653



% of Total Number of valid	2.25	NIL	-	2.25
votes cast	Ł		e	

#### c) **RESOLUTION 3**

Re-appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company.

	Remote E- voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	271	21	292
Number of votes cast by them	463,18,46,325	6,30,330	463,24,76,655
% of Total Number of valid votes cast	100	100	. 100

#### (i) Voted in favour of Resolution

#### (ii) Voted **against** the resolution

	Remote E- voting	Instapoll (E-Voting , at AGM)	Total
Number of Members present and voting (in person or by proxy)	.11	NIL	, 11

Number of votes cast by them	3,485	NIL	3,485
% of Total Number of valid votes cast	Negligible	NIL	Negligible

#### d) **RESOLUTION 4**

Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2018.

	Remote E- voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	270	21	291
Number of votes cast by them	463,18,44,215	6,30,330	463,24,74,545
% of Total Number of valid votes cast	100	100	100

(i) Voted **in favour** of Resolution

# (ii) Voted **against** the resolution -

	Remote E-	Instapoll	
	voting	(E-Voting	Total
	voting	at AGM)	
Number of Members present	14	NIL	14

5,734	NIL	5,734
Negligible	NIL	Negligible

#### e) RESOLUTION 5 (Special Resolution)

Approval for issue and allotment of securities, for an amount up to Rs.

2,500 Crore in one or more tranches.

	Remote E- voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	213	21	- 234
Number of votes cast by them	444,35,59,757	6,30,330	444,41,90,087
% of Total Number of valid votes cast	95.93	100	95.93

#### (i) Voted in favour of Resolution

# (ii) Voted against the resolution -

		Instapoll	
	Remote E-	· (E-	Takal
	voting	Voting <sub>.</sub> at	Total
	4	AGM)	
Number of Members present and voting (in person or by proxy)	69	NIL	69
Number of votes cast by them	18,82,87,481	NIL	18,82,87,481



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% of Total Number of valid	4.07	NIL	4.07
votes cast			

# f) RESOLUTION 6 (Special Resolution)

Re-appointment of Mr. G. M. Rao as Executive Chairman of the Company.

	Remote E- voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	263	21	284
Number of votes cast by them	459,54,56,244	6,30,330	459,,60,86,574
% of Total Number of valid votes cast	99.25	100	99.25

(i) Voted in favour of Resolution

(ii) Voted **against** the resolution -

	Remote E- voting	Instapoll (E-Voting at AGM)	Total
Number of Members present	15	NIL	15

ha

and voting (in person or by	1		
proxy)			
Number of votes cast by them	3,46,61,008	NIL	3,46,61,008
% of Total Number of valid votes cast	0.75	NÍL	0.75

# g) RESOLUTION 7 (Special Resolution)

Re-appointment of Mr. Grandhi Kiran Kumar as Managing Director of the Company.

(i) Votec	l in	favour	of	Resolution
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	Remote E- voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	264	21	285
Number of votes cast by them	463,09,72,084	6,30,330	463,16,02,414
% of Total Number of valid votes cast	100	100	100

## (ii) Voted **against** the resolution -

	Instapoll	
Remote E-	(E-	7.4.1
voting	Voting	Total
	at AGM)	

Number of Members present			
and voting (in person or by	13	NIL	13
proxy)			
Number of votes cast by them	4,295	NIL	4,295
% of Total Number of valid	Negligible	NIL	Negligible
votes cast		÷ .	÷

- 5. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. 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. Sreedharan & Associates

(V. Sreedharan) Partner FCS 2347; CP No. 833

Date: September 29, 2017 Place: Mumbai

