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

: September 29, 2017 : 415417

Total number of shareholders on record date (22.09.2017)

No. of shareholders present in the meeting either in person or through proxy:

Total

Promoters and Promoter Group:
Public:
No. of Shareholders attended the meeting through Video Conferencing
Promoters and Promoter Group:

: 26 : 31

: Not Applicable

Public:			. mot rippiioabio					
Resolution No.	1							
Resolution required: Ordinary		dited financial statem Reports of the Board o			al statement) of t	the Company for	the financial 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)		% 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	C	100.00	0.00
	Poll		0	0.00	00	C	0.00	0.00
	Postal Ballot (if applicable)	1	0	0.00	00	C	0.00	0.00
	Total		3721549249	100.00	3721549249	C	100.00	0.00
Public- Institutions	E-Voting	1622130215	862309924	53.16	665376420	196933504	77.16	22.84
	Poll		0	0.00	00	C	0.00	0.00
	Postal Ballot (if applicable)	i	0	0.00	00	C	0.00	0.00
	Total		862309924	53.16	665376420	196933504	77.16	22.84
Public- Non Institutions	E-Voting	692265811	46364433	6.70	46362995	1438	100.00	0.00
	Poll		630330	0.09	630330	C	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	C	0.00	0.00
	Total		46994763	6.79	46993325	1438	100.00	0.00

76.72 4433918994

196934942

95.75

4.25

6035945275 4630853936

Resolution No.	2							
Resolution required: Ordinary	Re-appointment of Mr. G.M. Rao as Director who retires by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Non of the promoter / promoter group interested except Mr. G.M. Rao							
Category		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		0	0.00	00	0	0.00	0.00
	applicable)							
	Total		3719816919	99.95	3719816919	0	100.00	0.00
Public- Institutions	E-Voting	1622130215	863936301	53.26	759998994	103937307	87.97	12.03
	Poll		C	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		O	0.00	00	0	0.00	0.00
	Total		863936301	53.26	759998994	103937307	87.97	12.03
Public- Non Institutions	E-Voting	692265811	46363526	6.70	46360180	3346	99.99	0.01
	Poll		630330	0.09	630330	0	100.00	0.00
	Postal Ballot (if		C	0.00	00	0	0.00	0.00
	applicable)							
	Total		46993856	6.79	46990510	3346	99.99	0.01
	Total	6035945275	4630747076	76.72	4526806423	103940653	97.76	2.24

Whether promoter/ promoter group are interested in the agenda/resolution?  Category  Mi  Promoter and Promoter Group  Public- Institutions  E-Perena agenda/resolutions  E-Perena agenda/resolutions  E-Perena agenda/resolutions  E-Perena agenda/resolutions  E-Perena agenda/resolutions  E-Perena agenda/resolution?  Category  Mi  Promoter and Promoter group are interested in the agenda/resolution?  Category  Mi  Promoter and Promoter Group	Iode of Voting Iode of Voting Iode of Voting Iode of Stall Ballot (if pplicable) Iode of Voting Iode of Voting Iode of Iode of Iode Iode of Voting	1622130215 692265811	No. of votes polled (2)  3721549245  3721549245  863936301  630336  630336  4639459( 4639459( 463248014(  Auditor for the 1	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)  3721549249  00  00  3721549249  863936301  00  863936301  46360775  630330  00  46991105  4632476655	No. of Votes – against (5)  0 0 0 0 0 0 0 0 0 3485	% of Votes in favour on votes polled (6)=[(4)/(2)]*100  100.00	0.00   0.00 
Interested in the agenda/resolution?  Category  Modeling Section 1. Section 1. Section 1. Section 2. Section 2	Inde of Voting Inde of Voting Inde of Voting Inde of Inde of Inde	692265811 6035945275 remuneration to Cost	polled (2)  3721549245  6  6  3721549245  863936301  46364266  630336  46394590  4632480146  Auditor for the fi	on outstanding shares (3)=[(2)/(1)]* 100 100.00 0.00 0.00 100.00	3721549249 00 3721549249 863936301 00 863936301 46360775 630330 00 46991105 4632476655  March 31, 2018.	against (5)  0 0 0 0 0 0 0 0 0 0 0 3485 0 3485 3485	favour on votes polled (6)=[(4)/(2)]*100  100.00  100.00  100.00  100.00  100.00  99.99  100.00  99.99  100.00  100.00  100.00  100.00  100.00  100.00  100.00  100.00  100.00  100.00	against on votes polled (7)=[(5)/(2)]*100  0.00 0.00 0.00 0.00 0.00 0.00 0.00
Promoter and Promoter Group  Promoter and Promoter Group  Public- Institutions  E-Public- Non Institutions  E-Public- Institutions	Voting toll tostal Ballot (if pplicable) otalVoting toll tostal Ballot (if pplicable) otalVoting toll tostal Ballot (if pplicable) otalVoting toll toll toll toll toll toll toll tol	692265811 6035945275 remuneration to Cost	polled (2)  3721549245  6  6  3721549245  863936301  46364266  630336  46394590  4632480146  Auditor for the fi	on outstanding shares (3)=[(2)/(1)]* 100 100.00 0.00 0.00 100.00	3721549249 00 3721549249 863936301 00 863936301 46360775 630330 00 46991105 4632476655  March 31, 2018.	against (5)  0 0 0 0 0 0 0 0 0 0 0 3485 0 3485 3485	favour on votes polled (6)=[(4)/(2)]*100  100.00  100.00  100.00  100.00  100.00  99.99  100.00  99.99  100.00  100.00  100.00  100.00  100.00  100.00  100.00  100.00  100.00  100.00	against on votes polled (7)=[(5)/(2)]*100  0.00 0.00 0.00 0.00 0.00 0.00 0.00
Public- Institutions  E-Public- Institutions  E-Promoter and Promoter Group  Promoter and Promoter Group	coll costal Ballot (if pplicable) otal costal	692265811 6935945275 remuneration to Cost	3721549248 363936301 6 863936301 46364266 63033 646994590 4632480140  Auditor for the fill No. of votes polled (2)	0.00 0.00 100.00 53.26 0.00 53.26 6.70 0.00 6.79 76.75 inancial year ending % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100.00	00 07 3721549249 863936301 00 863936301 46360775 630330 00 46991105 4632476655 March 31, 2018.	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0.00 0.00 100.00 100.00 0.00 0.00 100.00 100.00 99.99 100.00 100.00 100.00	0.00   0.00 
Public- Institutions  E-Public- Institutions  E-Public- Non Institutions  E-Public- Institutions	ostal Ballot (if pplicable) otal  -Voting oll  ostal Ballot (if pplicable) otal  -Voting oll  ostal Ballot (if pplicable) otal  ostal  -Voting oll  ostal  -Voting oll  -Voting oll  -Voting oll  -Voting oll  -Voting oll  -Voting oll	692265811 692265811 6035945275 remuneration to Cost	3721549248 863936301 863936301 46364260 630333 0 46994590 4632480140  Auditor for the fi	0.00 100.00 53.26 0.00 0.00 53.26 6.70 0.09 0.09 76.75 inancial year ending % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100.00	00 3721549249 863936301 00 00 863936301 46360775 630330 00 46991105 4632476655  March 31, 2018.	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0.00 100.00 0.00 0.00 100.00 100.00 99.99 100.00 99.99 100.00 100.00	0.000 0.000
AF Public- Institutions  E-Po Pr AF	pplicable) otal	692265811 692265811 6035945275 remuneration to Cost	3721549248 863936301  863936301 4636426( 63033( 63033( 64699459( 463248014(  Auditor for the 1	100.00 53.26 0.00 0.00 53.26 6.70 0.09 0.00 6.79 76.75 inancial year ending % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100.00	3721549249 863936301 00 00 863936301 46360775 630330 00 46991105 4632476655  March 31, 2018.	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	100.00 100.00 100.00 100.00 100.00 100.00 100.00 100.00 100.00 100.00 100.00 100.00 100.00 100.00	0.00   0.00 
Public- Institutions  E-Pr Pr P	Voting oll ostal Ballot (if pplicable) otalVoting oll ostal Ballot (if pplicable) otal ostal Ballot (if pplicable) otal attification of r lo lode of Voting	692265811 6035945275 remuneration to Cost	863936301  863936301  46394596  46394596  4632480140  Auditor for the fill  No. of votes polled (2)	53.26 0.00 0.00 53.26 6.70 0.00 0.00 6.79 76.75 inancial year ending % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100.00	863936301 00 863936301 46360775 630330 00 46991105 4632476655 March 31, 2018.	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	100.00 0.00 100.00 100.00 99.99 100.00 100.00 100.00 99.99 100.00 100.00	0.00   0.00   0.00   0.00   0.01   0.00   0.00 
Public- Non Institutions  E-Promoter and Promoter Group  Promoter and Promoter Group  Promoter and Promoter Group  Promoter and Promoter Group  E-Promoter and Promoter Group  Promoter and Promoter Group	oll ostal Ballot (if pplicable) otal -Voting oll otal otal otal -Voting old otal otal otal otal otal otal otal otal	692265811 6035945275 remuneration to Cost	863936301 46364260 630333 C 46994590 4632480140  Auditor for the 1	0.00 0.00 53.26 6.70 0.09 0.00 6.79 76.75 inancial year ending % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100.00	00 00 863936301 46360775 630330 00 46991105 4632476655 March 31, 2018.	0 0 0 3485 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0.00 0.00 100.00 99.99 100.00 99.99 100.00 100.00 99.99 100.00  % of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Public- Non Institutions  E-Public- Non Institutions  E-Public- Non Institutions  E-Public- Non Institutions  E-Public- Non Institutions  Resolution No.  4 Resolution No.  4 Resolution required: Ordinary  Resolution required: Ordinary  Resolution required: Ordinary  Resolution No.  4 Resolution No.  4 Resolution No.  4 Resolution No.  4 Resolution Promoter group are interested in the agenda/resolution?  Multiple Promoter and Promoter Group	ostal Ballot (if pplicable) otalVoting oul ostal Ballot (if pplicable) otal otal otal otal datification of r lo lode of Voting	692265811 6035945275 remuneration to Cost	863936301 46364266 630330 46994590 4632480140  No. of votes polled (2)	0.00 53.26 6.70 0.09 0.00 6.79 76.75 inancial year ending % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	863936301 46380775 630330 00 46991105 4632476655 March 31, 2018.	0 3485 0 0 3485 3485	0.00 100.00 99.99 100.00 0.00 99.99 100.00 100.00	0.00   0.00 
Public- Non Institutions  E-Per Again To	otal -Voting oil ostal Ballot (if pplicable) otal otal attification of r lo lode of Voting	6035945275 remuneration to Cost	46364260 630333 C 46994590 4632480140  Auditor for the 1  No. of votes polled (2) 3721549248	6.70 0.09 0.00 6.79 76.75 inancial year ending % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	46360775 630330 00 46991105 4632476655 March 31, 2018. No. of Votes – in favour (4)	3485 0 3485 3485 No. of Votes – against (5)	99.99 100.00 0.00 99.99 100.00	% of Votes against on votes polled (7)=[(5)/(2)]*100
Public- Non Institutions  E-Pe Pe Age Age Tr Tc Tc Resolution No. Age Solution required: Ordinary Whether promoter/ promoter group are interested in the agenda/resolution?  Category  Moreover and Promoter Group Promoter and Promoter Group	Voting oil oostal Ballot (if pplicable) otal otal catification of r lo lode of VotingVoting oil	6035945275 remuneration to Cost	46364260 630333 C 46994590 4632480140  Auditor for the 1  No. of votes polled (2) 3721549248	6.70 0.09 0.00 6.79 76.75 inancial year ending % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	46360775 630330 00 46991105 4632476655 March 31, 2018. No. of Votes – in favour (4)	3485 0 3485 3485 No. of Votes – against (5)	99.99 100.00 0.00 99.99 100.00	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No.  Resolution No.  4 Resolution required: Ordinary  Whether promoter/ promoter group are interested in the agenda/resolution?  Category  Promoter and Promoter Group	ooll Tostal Ballot (if ppplicable) otal otal otal otal otal otal otal otal	6035945275 remuneration to Cost	630330 46994590 4632480140 Auditor for the 1 No. of votes polled (2)	0.09 0.00 6.79 76.75 inancial year ending % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	630330 00 46991105 4632476655 March 31, 2018. No. of Votes – in favour (4)	0 0 0 3485 3485 3485 No. of Votes – against (5)	100.00 99.96 100.00 % of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 4 Resolution required: Ordinary Raw Whether promoter/ promoter group are interested in the agenda/resolution? Category Moreover Group Promoter and Promoter Group Promoter and Promoter Group Promoter and Promoter Group Promoter and Promoter Group Promoter Group Promoter Group Promoter Group Promoter Group Promoter Group From Group G	pplicable) otal otal attification of r lo lode of Voting	6035945275 remuneration to Cost	Auditor for the 1  No. of votes polled (2)  3721549245	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	46991105 4632476655 March 31, 2018. No. of Votes – in favour (4)	3485 3485 No. of Votes – against (5)	99.96 100.00 % of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 4 Resolution required: Ordinary Ri Whether promoter/ promoter group are interested in the agenda/resolution?  Category M:  Promoter and Promoter Group  P	otal otal atification of r	No. of shares held	Auditor for the 1  No. of votes polled (2)  3721549245	76.75  inancial year ending  % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	4632476655  March 31, 2018.  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
Resolution No.  Resolution required: Ordinary  Whether promoter/ promoter group are interested in the agenda/resolution?  Category  Moreover and Promoter Group  Promoter and Promoter Group  E-Promoter and Promoter Group	tatification of r	No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	March 31, 2018.  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
Resolution required: Ordinary  Whether promoter/ promoter group are interested in the agenda/resolution?  Category  Modeling and Promoter Group  Promoter and Promoter Group  E-Promoter and Promoter Group  Public- Institutions  E-Promoter Group  E	atification of r	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)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100
Resolution required: Ordinary  Whether promoter/ promoter group are interested in the agenda/resolution?  Category  Modeling and Promoter Group  Promoter and Promoter Group  E-Promoter and Promoter Group  Public- Institutions  E-Promoter Group  E	lode 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)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100
rinterested in the agenda/resolution?  Category  Mi  Promoter and Promoter Group  E-Promoter and Promoter Group  Promoter and Promoter Group  E-Promoter and Promoter Group  Promoter and Promoter Group  E-Promoter Group  E	lode of Voting	(1)	polled (2) 3721549249	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 Popularian Applications Public- Institutions  Minima E.	-Voting	(1)	polled (2) 3721549249	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-  Public- Institutions  E-	-Voting	(1)	polled (2) 3721549249	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
Properties         Properties           Public- Institutions         E-	oll	3721549249			3721549249		100.00	
Properties         Properties           Public- Institutions         E-	oll					1 0		
ap         To           Public- Institutions         E-					00			
Public- Institutions E-	ostal Ballot (if pplicable)	f	C	0.00	00	0	0.00	0.00
	otal		3721549249	100.00	3721549249	0	100.00	0.00
	-Voting	1622130215		53.26	863936301	0		
	oll ostal Ballot (if	F	0		00			
	pplicable)							
	otal	692265811	863936301 46364399	53.26 6.70	863936301 46358665	5734		
	-Voting	092203011	630330		630330	0		
	ostal Ballot (if	f	C	0.00	00	0	0.00	0.00
	pplicable) otal		46994729	6.79	46988995	5734	99.99	0.01
	otal	6035945275						
Resolution No. 5								
		ssue and allotment of	securities, for ar	amount upto Rs.2,5	00 Crore in one	or more tranche	s.	
Whether promoter/ promoter group are No	lo.				1	T	_	
interested in the agenda/resolution?	10							
Category M:	lode of Voting	No. of shares held (1)	No. of votes polled (2)		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
	-Voting	3721549249			3721549249	0		
	oll ostal Ballot (if	-	0		00			
	ostal Ballot (if pplicable)	1		0.00	00	Ī	0.00	, 0.00
To	otal	,	3721549249		3721549249	0		
	-Voting	1622130215	863936301		675656468 00	188279833		
Po ap	ostal Ballot (if pplicable)	F	C	0.00	00	0	0.00	0.00
	otal -Voting	692265811	863936301 46361688	53.26 6.70	675656468 46354040	188279833 7648		
	oll	092203011	630330		630330	0		
Po ap	ostal Ballot (if pplicable)	F	C	0.00	00		0.00	0.00
	otal	6035945275	46992018 4632477568		46984370 <b>4444190087</b>	7648 188287481		

Resolution No.	6							
Resolution required: Special	Re-appointment of Mr. G. M. Rao as Executive Chairman of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Non of the promoter / promoter group interested except Mr. G.M. Rao							
Category	_	No. of shares held (1)	No. of votes polled (2)	,, ,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	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
	Total		46994362	6.79	46990670	3692	99.99	0.01
	Total	6035945275	4630747582	76.72	4596086574	34661008	99.25	0.75

Resolution No.	7	7							
Resolution required: Special	Re-appointment of Mr. Grandhi Kiran Kumar as Managing Director of the Company.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Non of the promoter / promoter group interested except Mr. G.M. Rao & Mr. Grandhi Kiran Kumar								
Category	_	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	3720676089	99.98	3720676089	C	100.00	0.00	
	Poll		0	0.00	00	C	0.00	0.00	
	Postal Ballot (if		0	0.00	00	C	0.00	0.00	
	applicable)								
	Total		3720676089			C	100.00		
Public- Institutions	E-Voting	1622130215	863936301	53.26	863936301	C	100.00		
	Poll		0	0.00	00	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	00	C	0.00	0.00	
	Total		863936301	53.26	863936301	C	100.00	0.00	
Public- Non Institutions	E-Voting	692265811	46363989	6.70	46359694	4295	99.99	0.01	
	Poll		630330	0.09	630330	C	100.00	0.00	
	Postal Ballot (if applicable)		0	0.00	00	C	0.00	0.00	
	Total		46994319	6.79	46990024	4295	99.99	0.01	
	Total	6035945275	4631606709	76.73	4631602414	4295	100.00	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 **C**+91 80 222 90 394 **S** 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 in favour of Resolution

	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

		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.	1	+
Number of votes cast by them	19,69,34,942	NIL	19,69,34,942
% of Total Number of valid	4.25	VIII	4.25
votes cast	4.25	NIL	4.25

# b) RESOLUTION 2

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

# (i) Voted in favour of Resolution

16	Remote E-	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

	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		4	
votes cast	2.25	NIL	2.25

#### c) RESOLUTION 3

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

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

	Remote E-voting	Instapoll (E-Voting at	Total
		· AGM)	
Number of Members present and voting (in	271	21	292
person or by proxy)			
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

	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.

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

	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

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

5,734	NIL	5,734
Negligible	NIL	Negligible
4		

## 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.

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

	Domete C	Instapoll	
	Remote E-	(E-Voting	Total
	voting	at AGM)	
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

		Instapoll	
	Remote E-	(E-	T-4-1
-	voting	Voting at	Total
	*	AGM)	ù .
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

% 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.

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

	Remote E-	Instapoll (E-Voting	Total
	voting	at AGM)	
Number of Members			
present and voting (in	263	21	284
person or by proxy)	4		
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

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

and voting (in person or by			
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	NIL	0.75

# g) RESOLUTION 7 (Special Resolution)

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

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

	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

	Instapoll	
Remote E-	(E-	Takal
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