

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

Total number of shareholders on record date (22.09.2017) : 415417

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

Promoters and Promoter Group: : 26

Public: : 31

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: : Not Applicable

Public:

Resolution No.	1							
Resolution required: <i>Ordinary</i>	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.							
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	00	0	0.00	0.00
	Total		3721549249	100.00	3721549249	0	100.00	0.00
Public- Institutions	E-Voting	1622130215	862309924	53.16	665376420	196933504	77.16	22.84
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	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	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		46994763	6.79	46993325	1438	100.00	0.00
Total		6035945275	4630853936	76.72	4433918994	196934942	95.75	4.25

Resolution No.	2							
Resolution required: <i>Ordinary</i>	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	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	759998994	103937307	87.97	12.03
	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	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 applicable)		0	0.00	00	0	0.00	0.00
	Total		46993856	6.79	46990510	3346	99.99	0.01
Total		6035945275	4630747076	76.72	4526806423	103940653	97.76	2.24

Resolution No.	3							
Resolution required: <i>Ordinary</i>	Re-appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company.							
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	00	0	0.00	0.00
	Total		3721549249	100.00	3721549249	0	100.00	0.00
Public- Institutions	E-Voting	1622130215	863936301	53.26	863936301	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		863936301	53.26	863936301	0	100.00	0.00
Public- Non Institutions	E-Voting	692265811	46364260	6.70	46360775	3485	99.99	0.01
	Poll		630330	0.09	630330	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		46994590	6.79	46991105	3485	99.99	0.01
Total		6035945275	4632480140	76.75	4632476655	3485	100.00	0.00

Resolution No.	4							
Resolution required: <i>Ordinary</i>	Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2018.							
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	00	0	0.00	0.00
	Total		3721549249	100.00	3721549249	0	100.00	0.00
Public- Institutions	E-Voting	1622130215	863936301	53.26	863936301	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		863936301	53.26	863936301	0	100.00	0.00
Public- Non Institutions	E-Voting	692265811	46364399	6.70	46358665	5734	99.99	0.01
	Poll		630330	0.09	630330	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		46994729	6.79	46988995	5734	99.99	0.01
Total		6035945275	4632480279	76.75	4632474545	5734	100.00	0.00

Resolution No.	5							
Resolution required: <i>Special</i>	Approval for issue and allotment of securities, for an amount upto Rs.2,500 Crore in one or more tranches.							
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	00	0	0.00	0.00
	Total		3721549249	100.00	3721549249	0	100.00	0.00
Public- Institutions	E-Voting	1622130215	863936301	53.26	675656468	188279833	78.21	21.79
	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	675656468	188279833	78.21	21.79
Public- Non Institutions	E-Voting	692265811	46361688	6.70	46354040	7648	99.98	0.02
	Poll		630330	0.09	630330	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		46992018	6.79	46984370	7648	99.98	0.02
Total		6035945275	4632477568	76.75	4444190087	188287481	95.94	4.06

Resolution No.	6							
Resolution required: <i>Special</i>	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	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	0.00
	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							
Resolution required: <i>Special</i>	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	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	3720676089	99.98	3720676089	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		3720676089	99.98	3720676089	0	100.00	0.00
Public- Institutions	E-Voting	1622130215	863936301	53.26	863936301	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		863936301	53.26	863936301	0	100.00	0.00
Public- Non Institutions	E-Voting	692265811	46363989	6.70	46359694	4295	99.99	0.01
	Poll		630330	0.09	630330	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	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



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

(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)	62	NIL	62
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



(iii) Invalid Votes - NIL

b) RESOLUTION 2

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

(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)	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 votes cast	2.25	NIL	2.25
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(iii) Invalid Votes - NIL

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 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

(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

(iii) Invalid Votes - NIL

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

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

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



and voting (in person or by proxy)			
Number of votes cast by them	5,734	NIL	5,734
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes - NIL

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

	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

(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)	69	NIL	69
Number of votes cast by them	18,82,87,481	NIL	18,82,87,481



% of Total Number of valid votes cast	4.07	NIL	4.07
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(iii) Invalid Votes - NIL

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-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

(ii) Voted against the resolution -

	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

(iii) Invalid Votes - NIL

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

(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)	13	NIL	13
Number of votes cast by them	4,295	NIL	4,295
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes - NIL

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