

May 31, 2019

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: Results of Postal Ballot and e-voting

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

In continuation to our letter dated April 27, 2019 with regards to 'Postal Ballot Notice', please find enclosed Report of Scrutinizer's dated May 30, 2019.

The resolution set out in the Postal Ballot Notice have been approved by Members with requisite majority, and shall be deemed to have been passed on May 29, 2019, being the last date of receipt of postal ballot forms/e-voting.

The above information will also be made available on the website of the Company:
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

Encl: as above



SCRUTINIZER'S REPORT

May 30, 2019

The Chairman

GMR Infrastructure Limited

Regd. Office: Naman Center, 7th Floor,

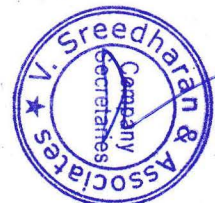
Opp. Dena Bank, Plot No. C-31, G Block,

Bandra Kurla Complex, Bandra (East), Mumbai - 400051

Sir,

1. The Board of Directors of the Company by a resolution passed by circulation on April 24, 2019 appointed me as a Scrutinizer for scrutinizing the postal ballot voting including e voting process.
2. I submit my report as under:

The Company has completed the despatch of postal ballot forms along with postage prepaid business reply envelope on April 29, 2019 by Courier to those members who have not registered their email id's with the Company / RTA and completed the despatch of postal ballot notice by email on April 27, 2019 to those members who have registered their email ids with the Company / RTA.




The notice of postal ballot (physical) was sent to the members whose name(s) appeared on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Thursday, April 25, 2019.

- 2.1 Particulars of all the postal ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
- 2.2 The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
- 2.3 The votes cast through electronic means were finalized / unblocked on May 29, 2019 at 5.00 P.M. The postal ballot forms were scrutinized on May 29, 2019 at Karvy Fintech Private Limited, Hyderabad.
- 2.4 The postal ballot forms and votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company / list of beneficiaries as on Thursday, April 25, 2019.
- 2.5 All postal ballot forms and votes cast through electronic means received up to 5.00 PM on May 29, 2019 being the last time and date fixed by the Company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.
- 2.6 No envelope containing postal ballot form was received after May 29, 2019 up to the date of this report.



- 2.7 No envelopes containing postal ballot forms were returned undelivered up to the date of this report.
- 2.8 I did not find any defaced or mutilated ballot paper.
3. A summary of votes cast through postal ballot and votes cast through electronic means is given in **Annexure I**.
4. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

For V. Sreedharan & Associates

V. Sreedharan
Partner
F.C.S.-2347 : C.P. No. 883

Place : Hyderabad

Date : May 30, 2019

Annexure I

GMR INFRASTRUCTURE LIMITED

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

Summary of votes cast through postal ballot and votes cast through electronic means for the resolution mentioned in the Postal Ballot Notice dated April 24, 2019

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

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut-off date (i.e. 25/04/2019) (6,03,59,45,275 Equity Shares)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Re. 1/- each)	No. of members voted through e voting system	No. of votes cast (Equity Shares of Re. 1/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Re. 1/- each)	
(a) Total postal ballot forms / e votes received	32	40,076	466	4,84,34,65,836	498	4,84,35,05,912	80.24%
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	0	0	10	2,15,52,549	10	2,15,52,549	0.35%
(c) Net valid postal ballot forms (as per register)	32	40,076	456	4,82,19,13,287	488	4,82,19,53,363	79.89%
(d) Postal ballot forms / e votes with assent for the Resolution as a percentage of net valid shares polled	28	33,472	362	4,65,93,32,639	390	4,65,93,66,111	96.63%
(e) Postal ballot forms/ e votes with dissent for the Resolution as a percentage of net valid shares polled	4	6,604	100	16,25,80,648	104	16,25,87,252	3.37%

* The total of row (d) and (e) for the columns i.e., No. of members voted through Postal Ballot Forms, No. of members voted through e-voting system and Total No. of members voted through Postal Ballot Forms and through e-voting system are not equal to the row (c) for both said columns as few members have voted both in favour and against.

