

September 17, 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: Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')

Ref: 23rd Annual General Meeting of GMR Infrastructure Limited held on Monday, September 16, 2019.

This is to inform you that the 23rd Annual General Meeting of GMR Infrastructure Limited was held on Monday, September 16, 2019. 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

Summary of proceedings of the 23rd Annual General Meeting of GMR Infrastructure Limited held on Monday, September 16, 2019

The 23rd Annual General Meeting of the Members of the Company was held on Monday, September 16, 2019 at 3:00 p.m at K. R. Foundation, Sheila Gopal Raheja Auditorium, Balgandharva Rangmandir, Junction 24th & 32nd Road, Bandra (West), Mumbai-400050, Maharashtra.

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 financial statements (including consolidated financial statement) of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon;
2. Re-appointment of Mr. B.V.N Rao as Director who retires by rotation;
3. Appointment of Walker Chandiook & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.
4. Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2020;
5. Appointment of Mr. Madhva Bhimacharya Terdal as a Director of the Company.
6. Appointment of Mr. Madhva Bhimacharya Terdal as a Whole Time Director of the Company.
7. Approval for issue and allotment of securities, for an amount upto Rs. 2,500 Crore in one or more tranches;
8. Approval for issue and allotment of Optionally Convertible Debentures.
9. Approval of amendment of Welfare Trust of GMR Infra Employees.

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. Madhva Bhimacharya Terdal and Mr. B.V.N Rao are not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority.

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 to cast vote electronically from September 13, 2019 (9.00 a.m. IST) to September 15, 2019 (5.00 p.m. IST). Members who were present at the AGM and did not cast their votes electronically were provided an opportunity to cast their votes at the Venue of AGM through e-voting(insta poll).



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

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

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 will be submitted to the Stock Exchanges within the prescribed time limit and also posted on the Company's website.

The 23rd Annual General Meeting of the Company concluded at 07:00 P.M.



GMR INFRASTRUCTURE LIMITED	
Date of the AGM/EGM	16-09-2019
Total number of shareholders on record date	396887
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	16
Public:	79
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,838,692,751	3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,492,227,815	853,053,195	57.1664	645,226,769	207,826,426	75.6373	24.3627	0	108,410,568
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		853,053,195	57.1664	645,226,769	207,826,426	75.6373	24.3627	0.0000	0
Public- Non Institutions	E-Voting	705,024,709	281,274	0.0399	5,617,957	609	99.7834	0.2165	0	5
	Poll		5,617,957	0.7968	5,617,957	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,899,231	0.8367	5,898,622	609	99.9897	0.0103	0.0000	0
Total	6,035,945,275	4,697,645,177	77.8278	4,489,818,142	207,827,035	95.5759	4.4241	0	108410573	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. B.V.N Rao as Director who retires by rotation.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,838,692,751	3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,492,227,815	958,665,808	64.2439	863,625,949	95,039,859	90.0862	9.9137	0	2,797,955
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		958,665,808	64.2439	863,625,949	95,039,859	90.0862	9.9137	0.0000	0
Public- Non Institutions	E-Voting	705,024,709	281,274	0.0399	278,910	2,364	99.1595	0.8404	0	5
	Poll		5,617,957	0.7968	5,617,957	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,899,231	0.8367	5,896,867	2,364	99.9599	0.0401	0.0000	0
Total	6,035,945,275	4,803,257,790	79.5776	4,708,215,567	95,042,223	98.0213	1.9787	0	2797960	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Walker Chandio Co LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,838,692,751	3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,492,227,815	958,665,808	64.2439	958,665,808	0	100.0000	0.0000	0	2,797,955
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		958,665,808	64.2439	958,665,808	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	705,024,709	281,274	0.0399	279,853	1,421	99.4947	0.5052	0	5
	Poll		5,617,957	0.7968	5,617,957	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,899,231	0.8367	5,897,810	1,421	99.9759	0.0241	0.0000	0
Total	6,035,945,275	4,803,257,790	79.5776	4,803,256,369	1,421	100.0000	0.0000	0	2797960	

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to Cost Auditor for the Financial Year ending March 31, 2020.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,838,692,751	3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,492,227,815	958,665,808	64.2439	958,665,808	0	100.0000	0.0000	0	2,797,955
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		958,665,808	64.2439	958,665,808	0	100.0000	0.0000	0	2,797,955
Public- Non Institutions	E-Voting	705,024,709	281,274	0.0399	279,064	2,210	99.2142	0.7857	0	5
	Poll		5,617,957	0.7968	5,617,957	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,899,231	0.8367	5,897,021	2,210	99.9625	0.0375	0	5
Total	6,035,945,275	4,803,257,790	79.5776	4,803,255,580	2,210	100.0000	0.0000	0	2,797,960	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Madhva Bhimacharya Terdal as a Director 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,838,692,751	3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,492,227,815	958,665,808	64.2439	870,243,264	88,422,544	90.7764	9.2235	0	2,797,955
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		958,665,808	64.2439	870,243,264	88,422,544	90.7765	9.2235	0	2,797,955
Public- Non Institutions	E-Voting	705,024,709	281,274	0.0399	279,400	1,874	99.3337	0.6662	0	5
	Poll		5,617,957	0.7968	5,617,957	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,899,231	0.8367	5,897,357	1,874	99.9682	0.0318	0	5
Total	6,035,945,275	4,803,257,790	79.5776	4,714,833,372	88,424,418	98.1591	1.8409	0	2,797,960	

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Madhva Bhimacharya Terdal as a Whole Time Director 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,838,692,751	3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,492,227,815	958,665,808	64.2439	872,008,492	86,657,316	90.9606	9.0393	0	2,797,955
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		958,665,808	64.2439	872,008,492	86,657,316	90.9606	9.0394	0	2,797,955
Public- Non Institutions	E-Voting	705,024,709	281,274	0.0399	279,410	1,864	99.3373	0.6626	0	5
	Poll		5,617,957	0.7968	5,617,957	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,899,231	0.8367	5,897,367	1,864	99.9684	0.0316	0	5
Total	6,035,945,275	4,803,257,790	79.5776	4,716,598,610	86,659,180	98.1958	1.8042	0	2,797,960	

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,838,692,751	3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,492,227,815	854,992,672	57.2964	716,323,727	138,668,945	83.7813	16.2187	0	106,471,091
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		854,992,672	57.2964	716,323,727	138,668,945	83.7813	16.2187	0.0000	0
Public- Non Institutions	E-Voting	705,024,709	281,274	0.0399	278,030	3,244	98.8466	1.1533	0	5
	Poll		5,617,957	0.7968	5,617,957	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,899,231	0.8367	5,895,987	3,244	99.9450	0.0550	0.0000	0
Total	6,035,945,275	4,699,584,654	77.8600	4,560,912,465	138,672,189	97.0493	2.9507	0	106,471,096	

Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for issue and allotment of Optionally Convertible Debentures.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,838,692,751	3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,492,227,815	854,992,672	57.2964	816,609,086	38,383,586	95.5106	4.4893	0	106,471,091
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		854,992,672	57.2964	816,609,086	38,383,586	95.5107	4.4893	0.0000	0
Public- Non Institutions	E-Voting	705,024,709	281,279	0.0399	271,530	9,749	96.5340	3.4659	0	0
	Poll		5,617,957	0.7968	5,617,957	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,899,236	0.8367	5,889,487	9,749	99.8347	0.1653	0.0000	0
Total	6,035,945,275	4,699,584,659	77.8600	4,661,191,324	38,393,335	99.1830	0.8170	0	106,471,091	

Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of amendment of Welfare Trust of GMR Infra Employees.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,838,692,751	3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,838,692,751	100.0000	3,838,692,751	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,492,227,815	958,665,808	64.2439	958,665,808	0	100.0000	0.0000	0	2,797,955
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		958,665,808	64.2439	958,665,808	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	705,024,709	281,279	0.0399	278,260	3,019	98.9266	1.0733	0	0
	Poll		5,617,957	0.7968	5,617,957	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,899,236	0.8367	5,896,217	3,019	99.9488	0.0512	0.0000	0
Total	6,035,945,275	4,803,257,795	79.5776	4,803,254,776	3,019	99.9999	0.0001	0	2,797,955	



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 Third Annual General Meeting of the equity shareholders of “**GMR Infrastructure Limited**” held on Monday, September 16, 2019 at 3:00 p.m. at K.R. Foundation, Sheila Gopal Raheja Auditorium, Balgandharva Rangmandir, Junction 24th and 32nd Road, Bandra (West), Mumbai 400050, Maharashtra, India.

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 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 Third Annual General Meeting of the Equity Shareholders dated August 8, 2019. My responsibility as a Scrutinizer for the voting process is restricted to making a Consolidated Scrutinizer’s Report of the votes cast “in favour” or “against” the resolutions stated in the notice of the Annual General Meeting, based on the report generated from the e-voting system and Instapoll provided by Karvy Fintech 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. Friday, September 13, 2019 up to 5.00 p.m. Sunday, September 15, 2019.
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 Company/ 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 Monday, September 09, 2019, 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 16, 2019 at 07.09 P.M. in presence of two witnesses who are not in the employment of the Company.
3. Thereafter, Karvy Fintech 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 statements) of the Company for the financial year ended March 31, 2019, 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)	140	57	197
Number of votes cast by them	448,42,00,185	56,17,957	448,98,18,142
% of Total Number of valid votes cast	95.57	100	95.57

(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)	71	NIL	71
Number of votes cast by them	20,78,27,035	NIL	20,78,27,035
% of Total Number of valid votes cast	4.43	NIL	4.43

(iii) **Invalid Votes - NIL**



b) RESOLUTION 2

To appoint a Director in place of Mr. B.V.N. Rao (DIN: 00051167), who retires by rotation and being eligible, offers himself for re-appointment.

(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)	195	57	252
Number of votes cast by them	470,25,97,610	56,17,957	470,82,15,567
% of Total Number of valid votes cast	98.02	100	98.02

(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)	19	NIL	19
Number of votes cast by them	9,50,42,223	NIL	9,50,42,223
% of Total Number of valid votes cast	1.98	NIL	1.98

(iii) Invalid Votes - NIL



c) RESOLUTION 3

To appoint Walker Chandiook & Co LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration in this regard.

(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)	206	57	263
Number of votes cast by them	479,76,38,412	56,17,957	480,32,56,369
% 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)	8	NIL	8
Number of votes cast by them	1,421	NIL	1,421
% of Total Number of valid votes cast	0	NIL	0

(iii) Invalid Votes - NIL



d) **RESOLUTION 4 (Ordinary Resolution)**

Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2020.

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)	203	57	260
Number of votes cast by them	479,76,37,623	56,17,957	480,32,55,580
% 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	2,210	NIL	2,210
% of Total Number of valid votes cast	0	NIL	0

iii) **Invalid Votes - NIL**



e) **RESOLUTION 5 (Ordinary Resolution)**

Appointment of Mr. Madhva Bhimacharya Terdal as a 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)	203	57	260
Number of votes cast by them	470,92,15,415	56,17,957	471,48,33,372
% of Total Number of valid votes cast	98.16	100	98.16

(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	8,84,24,418	NIL	8,84,24,418
% of Total Number of valid votes cast	1.84	NIL	1.84

(iii) **Invalid Votes - NIL**



f) **RESOLUTION 6 (Special Resolution)**

Appointment of Mr. Madhva Bhimacharya Terdal as a Whole Time 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)	204	57	261
Number of votes cast by them	471,09,80,653	56,17,957	471,65,98,610
% of Total Number of valid votes cast	98.19	100	98.19

(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)	10	NIL	10
Number of votes cast by them	8,66,59,180	NIL	8,66,59,180
% of Total Number of valid votes cast	1.81	NIL	1.81

(iii) **Invalid Votes - NIL**



g) RESOLUTION 7 (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)	167	57	224
Number of votes cast by them	455,52,94,508	56,17,957	456,09,12,465
% of Total Number of valid votes cast	97.05	100	97.05

(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)	45	NIL	45
Number of votes cast by them	13,86,72,189	NIL	13,86,72,189
% of Total Number of valid votes cast	2.95	NIL	2.95

(iii) Invalid Votes - NIL



h) RESOLUTION 8 (Special Resolution)

Approval for issue and allotment of optionally convertible debentures.

(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)	187	57	244
Number of votes cast by them	465,55,73,367	56,17,957	466,11,91,324
% of Total Number of valid votes cast	99.18	100	99.18

(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)	26	NIL	26
Number of votes cast by them	3,83,93,335	NIL	3,83,93,335
% of Total Number of valid votes cast	0.82	NIL	0.82

(iii) Invalid Votes - NIL



i) RESOLUTION 9 (Special Resolution)

Approval of amendment of Welfare Trust of GMR Infra employees.

(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)	206	57	263
Number of votes cast by them	479,76,36,819	56,17,957	480,32,54,776
% 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)	8	NIL	8
Number of votes cast by them	3,019	NIL	3,019
% of Total Number of valid votes cast	0	NIL	0

(iii) Invalid Votes - NIL



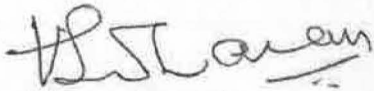
5. A list of Equity shareholders who voted "FOR" or "AGAINST" the resolutions (Both through Remote E-voting and Poll at the AGM) has been handed over to the Company Secretary.

6. The electronic data, the poll (Ballot) papers and all other relevant records were handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,

For V Sreedharan & Associates

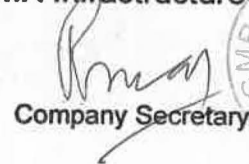


(V Sreedharan)
Partner
FCS 2347; CP No. 833

Date: September 17, 2019
Place: Bengaluru



For GMR Infrastructure Limited



Company Secretary

