



GMR AIRPORTS INFRASTRUCTURE LIMITED

(Formerly known as GMR Infrastructure Limited)

September 19, 2023

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip: 532754

National Stock Exchange of India
Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra- Kurla Complex
Bandra (E)
Mumbai - 400 051
Symbol: GMRINFRA

Dear Sirs,

Sub: Voting Results under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 44(3) of SEBI Listing Regulations, please find enclosed herewith the voting results in the prescribed format along with a copy of the Consolidated Scrutinizer's Report.

We would also like to inform you that all the items of business forming part of the Notice of 27th Annual General meeting ('AGM') were duly passed by the members with the requisite majority through remote e-voting and e-voting conducted during the AGM of the Company held on September 18, 2023.

The Voting Results along with the Consolidated Scrutinizer's Report are made available on the Company's website at www.gmrinfra.com.

This is for your information and records.

Thanking you,

Yours faithfully,

**For GMR Airports Infrastructure Limited
(Formerly known as GMR Infrastructure Limited)**

**T. Venkat Ramana
Company Secretary & Compliance Officer**

Encl.: as above



GMR AIRPORTS INFRASTRUCTURE LIMITED (Formerly GMR INFRASTRUCTURE LIMITED)

Voting Results of Remote e-Voting and e-Voting during the 27th Annual General Meeting

Date of the AGM/EGM		18-09-2023						
Record Date		11-09-2023						
Total number of shareholders on record date		472219						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		39						
Public:		69						
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2023, 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	3,56,56,69,176	3,56,56,67,516	100.0000	3,56,56,67,516	0	100.0000	0.0000
	Poll		1,660	0.0000	1,660	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,56,56,69,176	100.0000	3,56,56,69,176	0	100.0000	0.0000
Public- Institutions	E-Voting	1,84,42,07,219	1,29,86,66,561	70.4187	1,29,77,62,730	9,03,831	99.9304	0.0696
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,29,86,66,561	70.4187	1,29,77,62,730	9,03,831	99.9304	0.0696
Public- Non Institutions	E-Voting	62,60,68,880	10,60,31,170	16.9360	10,60,28,989	2,181	99.9979	0.0021
	Poll		2,06,177	0.0329	2,06,177	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,62,37,347	16.9690	10,62,35,166	2,181	99.9979	0.0021
Total		6,03,59,45,275	4,97,05,73,084	82.3495	4,96,96,67,072	9,06,012	99.9818	0.0182

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Srinivas Bommidala (DIN: 00061464), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	3,56,56,69,176	3,56,56,67,516	100.0000	3,56,56,67,516	0	100.0000	0.0000
	Poll		1,660	0.0000	1,660	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,56,56,69,176	100.0000	3,56,56,69,176	0	100.0000	0.0000
Public- Institutions	E-Voting	1,84,42,07,219	1,29,86,66,561	70.4187	1,05,97,59,413	23,89,07,148	81.6037	18.3963
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,29,86,66,561	70.4187	1,05,97,59,413	23,89,07,148	81.6037	18.3963
Public- Non Institutions	E-Voting	62,60,68,880	10,60,31,641	16.9361	10,60,25,429	6,212	99.9941	0.0059
	Poll		2,06,177	0.0329	2,06,177	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,62,37,818	16.9690	10,62,31,606	6,212	99.9942	0.0058
Total		6,03,59,45,275	4,97,05,73,555	82.3495	4,73,16,60,195	23,89,13,360	95.1934	4.8066

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. G.B.S. Raju (DIN: 00061686), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	3,56,56,69,176	3,56,56,67,516	100.0000	3,56,56,67,516	0	100.0000	0.0000
	Poll		1,660	0.0000	1,660	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,56,56,69,176	100.0000	3,56,56,69,176	0	100.0000	0.0000
Public- Institutions	E-Voting	1,84,42,07,219	1,29,86,66,561	70.4187	1,06,09,97,031	23,76,69,530	81.6990	18.3010
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,29,86,66,561	70.4187	1,06,09,97,031	23,76,69,530	81.6990	18.3010
Public- Non Institutions	E-Voting	62,60,68,880	10,60,31,646	16.9361	10,60,19,445	12,201	99.9885	0.0115
	Poll		2,06,177	0.0329	2,06,177	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,62,37,823	16.9690	10,62,25,622	12,201	99.9885	0.0115
Total		6,03,59,45,275	4,97,05,73,560	82.3495	4,73,28,91,829	23,76,81,731	95.2182	4.7818

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the continuation of directorship of Mr. G.M. Rao with the Company, post attaining the age of 75 years.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	3,56,56,69,176	3,56,56,67,516	100.0000	3,56,56,67,516	0	100.0000	0.0000
	Poll		1,660	0.0000	1,660	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,56,56,69,176	100.0000	3,56,56,69,176	0	100.0000	0.0000
Public- Institutions	E-Voting	1,84,42,07,219	1,29,86,66,561	70.4187	1,29,67,50,826	19,15,735	99.8525	0.1475
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,29,86,66,561	70.4187	1,29,67,50,826	19,15,735	99.8525	0.1475
Public- Non Institutions	E-Voting	62,60,68,880	10,60,30,636	16.9359	10,60,14,447	16,189	99.9847	0.0153
	Poll		2,06,177	0.0329	2,06,177	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,62,36,813	16.9689	10,62,20,624	16,189	99.9848	0.0152
Total		6,03,59,45,275	4,97,05,72,550	82.3495	4,96,86,40,626	19,31,924	99.9611	0.0389

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for raising of funds through issuance of equity shares and/or other eligible securities through Qualified Institutions Placement and/or Foreign Currency Convertible Bond.							
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	3,56,56,69,176	3,56,56,67,516	100.0000	3,56,56,67,516	0	100.0000	0.0000
	Poll		1,660	0.0000	1,660	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,56,56,69,176	100.0000	3,56,56,69,176	0	100.0000	0.0000
Public- Institutions	E-Voting	1,84,42,07,219	1,29,86,66,561	70.4187	1,22,49,74,126	7,36,92,435	94.3255	5.6745
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,29,86,66,561	70.4187	1,22,49,74,126	7,36,92,435	94.3255	5.6745
Public- Non Institutions	E-Voting	62,60,68,880	10,60,31,282	16.9360	10,60,13,029	18,253	99.9828	0.0172
	Poll		2,06,177	0.0329	2,06,127	50	99.9757	0.0243
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,62,37,459	16.9690	10,62,19,156	18,303	99.9828	0.0172
Total		6,03,59,45,275	4,97,05,73,196	82.3495	4,89,68,62,458	7,37,10,738	98.5171	1.4829

Note: The total paid-up share capital of the Company as on September 11, 2023 was Rs. 6,03,59,45,275 of fully paid equity shares of Re. 1 each. The paid-up capital includes Shares in the Unclaimed Suspense Account on which voting rights are frozen pursuant to Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI thereto and shares held by Investor Education and Protection Fund (IEPF) Authority on which voting rights are frozen pursuant to Rule 6(6) of the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016.



Form No. MGT-13

CONSOLIDATED REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21(2) of
the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 27th (Twenty Seventh) Annual General Meeting (AGM) of the
members of “**GMR AIRPORTS INFRASTRUCTURE LIMITED**” (Formerly known as
GMR Infrastructure Limited) held on Monday, September 18, 2023 at
3:00 P.M. (IST) through Video Conferencing (VC).

Sir,

I, Pradeep B. Kulkarni, 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, in
compliance with the General Circulars issued by the Ministry of Corporate Affairs
(‘MCA’) and circulars issued by the Securities and Exchange Board of India (‘SEBI’)
for the purpose of:

- (i) Scrutinizing the remote e-voting process.
- (ii) Voting through electronic voting system (“Instapoll”) during the AGM.

Both the above-mentioned voting is done 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.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and Circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the 27th (Twenty Seventh) Annual General Meeting of the members dated August 14, 2023. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the Notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited (formerly known as KFin Technologies Private Limited), the Agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote during the AGM ("Instapoll").

I submit our report as under:

1. The remote E-Voting period remained open from Thursday, September 14, 2023, at 9.00 a.m. up to Sunday, September 17, 2023 at 5.00.p.m. IST (both days inclusive).
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those Members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 issued by the Ministry of

Corporate Affairs read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (Collectively referred to as “Circulars”).

3. The voting rights were reckoned as on Monday, September 11, 2023, being the Cut-off date for the purpose of deciding the entitlement of Members at the e-voting (Remote e-voting and Instapoll).
4. After the conclusion of the Annual General Meeting, the votes cast through e-voting were unblocked on September 18, 2023, at 17.22 P.M. (IST).
5. After declaration of voting by the Chairman, the Shareholders present during the AGM through VC voted through e-voting facility i.e., Instapoll provided by KFin Technologies Limited.
6. As per the information given by the Company / RTA, the names of the Shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Limited had been blocked and only those Members who were present during the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. The total paid-up share capital of the Company as on September 11, 2023 was Rs. 6,03,59,45,275 of fully paid equity shares of Re. 1 each. The paid-up capital includes Shares in the Unclaimed Suspense Account on which voting rights are frozen pursuant to Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI thereto and shares held by Investor Education and Protection Fund (IEPF) Authority on which voting rights are frozen pursuant to Rule 6(6) of the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016.

8. Based on the data provided by KFin Technologies Limited on remote e-voting and e-voting during the AGM (Instapoll), the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

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a) **RESOLUTION No. 1: ORDINARY BUSINESS**

To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon- **Ordinary Resolution**

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	817	8	825
Number of votes cast by them	496,94,59,235	2,07,837	496,96,67,072
% of total number of valid votes cast	99.98	100	99.98

(ii) **Voted against the Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	16	0	16
Number of votes cast by them	9,06,012	0	9,06,012
% of total number of valid votes cast	0.02	0	0.02

(iii) **Invalid Votes - NIL**

b) RESOLUTION No. 2: ORDINARY BUSINESS

To appoint a Director in place of Mr. Srinivas Bommidala (DIN: 00061464), who retires by rotation and being eligible, offers himself for re- appointment - **Ordinary Resolution.**

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	725	8	733
Number of votes cast by them	473,14,52,358	2,07,837	473,16,60,195
% of total number of valid votes cast	95.19	100	95.19

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	115	0	115
Number of votes cast by them	23,89,13,360	0	23,89,13,360
% of total number of valid votes cast	4.81	0	4.81

(iii) Invalid Votes - NIL

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c) **RESOLUTION No. 3: ORDINARY BUSINESS**

To appoint a Director in place of Mr. G.B.S. Raju (DIN: 00061686), who retires by rotation and being eligible, offers himself for re-appointment- **Ordinary Resolution.**

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	726	8	734
Number of votes cast by them	473,26,83,992	2,07,837	473,28,91,829
% of total number of valid votes cast	95.22	100	95.22

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	115	0	115
Number of votes cast by them	23,76,81,731	0	23,76,81,731
% of total number of valid votes cast	4.78	0	4.78

(iii) Invalid Votes - NIL

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d) RESOLUTION No. 4: SPECIAL BUSINESS

To approve the continuation of Directorship of Mr. G.M. Rao with the Company, post attaining the age of 75 years- **Special Resolution.**

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	786	8	794
Number of votes cast by them	496,84,32,789	2,07,837	496,86,40,626
% of total number of valid votes cast	99.96	100	99.96

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	54	0	54
Number of votes cast by them	19,31,924	0	19,31,924
% of total number of valid votes cast	0.04	0	0.04

(iii) Invalid Votes - NIL

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e) **RESOLUTION No. 5: SPECIAL BUSINESS**

Approval for raising of funds through issuance of equity shares and/or other eligible securities through Qualified Institutions Placement and/or Foreign Currency Convertible Bonds- **Special Resolution.**

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	797	7	804
Number of votes cast by them	489,66,54,671	2,07,787	489,68,62,458
% of total number of valid votes cast	98.52	99.98	98.52

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	43	1	44
Number of votes cast by them	7,37,10,688	50	7,37,10,738
% of total number of valid votes cast	1.48	0.02	1.48

(iii) Invalid Votes - NIL

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9. A list of Equity shareholders who voted “FOR” and “AGAINST” the resolutions (Both through Remote E-voting and E-voting during the AGM (Instapoll)) has been handed over to the Company Secretary of the Company.
10. 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

**PRADEEP
BHEEMSEN
KULKARNI**

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**(Pradeep B. Kulkarni)
Partner
FCS 7260; CP No. 7835**

Bengaluru

Date: 19th September, 2023

UDIN: F007260E001032911

Peer Review Certificate No: 589/2019

Counter signed by

**For GMR Airports Infrastructure Limited
(formerly known as GMR Infrastructure Limited)**

**VENKAT
RAMANA
TANGIRALA**

**(T. Venkat Ramana)
Company Secretary
ACS-13979**