



## GMR AIRPORTS INFRASTRUCTURE LIMITED

(Formerly known as GMR Infrastructure Limited)

December 04, 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")**

**Ref: Our letter dated October 31, 2023**

This is further to our letter dated October 31, 2023 regarding the meeting of Equity Shareholders of GMR Airports Infrastructure Limited (formerly GMR Infrastructure Limited) ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal - Chandigarh Bench ('Hon'ble NCLT') in the matter of Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited and GMR Infra Developers Limited and GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) and their respective shareholders and creditors ('Scheme').

In this regard and 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 in respect of the above said meeting.

This is to further inform you that the item of business forming part of the above said NCLT Convened Meeting ('NCM') has been approved by the requisite majority of the Equity Shareholders i.e.; (a) by majority of persons representing three-fourths in value of Equity Shareholders, voting on the resolution through remote e-voting and e-voting during the meeting, in terms of the provisions of Section 230(6) of the Act; and (b) the public shareholders of the Company (with the votes cast by such public Equity Shareholders of the Company in favour of the resolution being more than the number of votes cast by such public Equity Shareholders of the Company against the resolution, through remote e-voting and e-voting during the meeting).

The Consolidated Scrutinizer's Report including Voting Results is made available on the Company's website at [www.gmrinfra.com](http://www.gmrinfra.com).





This is for your information and records.

Thanking you,

Yours faithfully,

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

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

*Encl.: as above*

To

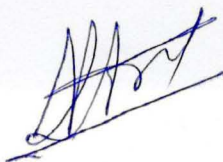
**Mr. Balvinder Singh,**

Chairperson appointed by the National Company Law Tribunal, Chandigarh Bench ("NCLT") for the meeting of the Equity Shareholders of GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("Company" or "Transferee Company").

**Sub: Consolidated Report of Scrutinizer appointed by the NCLT, on the voting by way of remote e-voting and e-voting during the Meeting of Equity Shareholders of the Company, held on Saturday, 2<sup>nd</sup> December, 2023 at 10 A.M. (IST) ("Meeting"), through Video Conferencing ("VC") pursuant to the directions issued by the NCLT vide order dated 10<sup>th</sup> October, 2023 in Company Application No. CA (CAA)/45/Chd/Hry/2023 ("Order").**

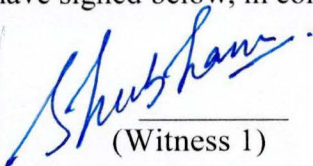
Dear Sir,

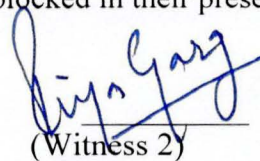
1. In terms of the directions issued by NCLT vide order dated 10<sup>th</sup> October, 2023 in Company Application No. C.A(CAA)/45/Chd/Hry/2023, I, K.V. Singhal, Advocate have been appointed as the Scrutinizer, in relation to the voting process (remote e-voting and e-voting during the meeting) on the resolution proposed in the notice dated 31<sup>st</sup> October 2023 ("**Notice**"), for the Meeting of the Equity Shareholders of the Company convened on Saturday, 2<sup>nd</sup> December, 2023 at 10 A.M. (IST) through VC pursuant to the provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 ("**Act**") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**") and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") for approval of the Composite Scheme of Amalgamation and Arrangement between GMR Airports Limited (Transferor Company 1), GMR Infra Developers Limited (Transferor Company 2) and the Transferee Company and their respective Shareholders and Creditors ("**Scheme**").
2. The compliance with the relevant provisions of the Act, the CAA Rules, the Companies (Management Administration) Rules, 2014 ("**MGT Rules**"), circulars and notifications issued by the Ministry of Corporate Affairs ("**MCA**"), Regulation 44 of the SEBI LODR and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India as applicable, in relation to voting through remote e-voting prior to the meeting and e-voting at the meeting on the proposed resolution is the responsibility of the management of the Company. My responsibility as a Scrutinizer is restricted to ensure that the voting process is conducted in a fair and transparent manner and furnish a consolidated Scrutinizer's Report to the Chairperson of the Meeting, on the votes cast "IN FAVOUR" or "AGAINST" on the business set out in the Notice of the Meeting.
3. In terms of Section 230(4) read with Section 108 of the Act read with Rule 20 and other applicable provisions of the MGT Rules and in accordance with Regulation 44 (1) of the SEBI LODR read with SEBI Master Circular dated 23<sup>rd</sup> November, 2021 (as amended), the Company had provided remote e-voting facility through KFin Technologies Limited, Company's Registrar and Transfer Agent (RTA) (KFinTech) and also the facility to e-vote during the Meeting.
4. As directed by the NCLT vide its Order, the Meeting was duly convened and held on Saturday, 2<sup>nd</sup> December, 2023, at 10 A.M. (IST), through video conferencing. Mr. Balvinder Singh, Chairperson of the Meeting appointed by the Hon'ble Tribunal chaired the meeting and the undersigned being the Scrutinizer of the Meeting, also attended the Meeting through video conferencing. I do hereby submit my report as under:



- (i) The Company had sent, to the Equity Shareholders of the Company, the Notice of the Meeting along with the explanatory statement under Sections 230, 232 and 102 of the Act read with Rule 6 of the CAA Rules, including a copy of the Scheme, Valuation Report and other documents as set out in the Notice. The Company had completed the dispatch of notices along with all the annexures as stated in this Para (i) to the equity shareholders through electronic means only, in terms of the General Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs, as extended from time to time. Further, in terms of the said General Circular and in relation to shareholders who have not registered their email ids with the Company, the Company has given the notice of meeting in leading newspapers in English and Hindi indicating the manner in which such shareholders may register their email addresses and can cast their votes through remote e-voting or e-voting at the meeting. The Company has also uploaded the notice on their website and filed with stock exchanges for general public.
- (ii) The Company has also published the requisite advertisements in terms of the NCLT Order in "FINANCIAL EXPRESS" (English Edition) and in "Jansatta" (Hindi Edition) both in Delhi NCR edition, on 01<sup>st</sup> November, 2023. The publication also stated that the Scheme, Notice of the Meeting and the explanatory statement required to be furnished pursuant to Sections 230, 232 and 102 of the Act can be obtained free of charge by sending a request to the Transferee Company. The Notice of the Meeting along with the relevant documents was also made available on the website of the Company viz [www.gmrinfra.com](http://www.gmrinfra.com).
- (iii) The Company had also provided facility of remote e-voting during the prescribed time period before the Meeting (without attending the Meeting) in addition to the facility of attending the Meeting through video conferencing and voting thereat through e-voting system, to the Equity Shareholders of the Company as at the cut-off date of 24<sup>th</sup> November, 2023. Remote e-voting period commenced on 29<sup>th</sup> November, 2023 and ended on 1<sup>st</sup> December, 2023.
- (iv) The Company has duly complied with the directions of the Hon'ble Tribunal given in Paras VIII to XII of the Order.

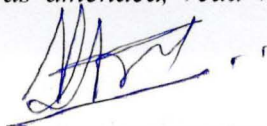
5. I unblocked the votes on 2<sup>nd</sup> December, 2023 at the website <https://evoting.kfintech.com/> after conclusion of the Meeting, in the presence of two witnesses, viz., CS Shubham, Membership No. A 65153 and CS Ria Garg, Membership No. A 59980. These witnesses are not in the employment of the Company. They have signed below, in confirmation of the votes being unblocked in their presence.

  
(Witness 1)

  
(Witness 2)

6. I have scrutinized and reviewed the remote e-voting and e-voting during the Meeting and votes cast therein based on the combined data downloaded from the KFintech's e-voting system and segregated data for remote e-voting as provided by KFintech.
7. I have relied on information provided by KFintech, in order to ascertain the details of votes cast by the equity shareholders through remote e-voting and e-voting during the Meeting.
8. At the Meeting, the following resolution was considered:

***"RESOLVED THAT*** in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by Ministry of Corporate Affairs, Section 2(1B) of the Income-tax Act, 1961, the Securities and Exchange Board of India Act, 1992 and the regulations thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No.



SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable SEBI Circulars, the Observation Letter(s) issued by BSE Limited and the National Stock Exchange of India Limited, respectively dated 1st August, 2023 and 2<sup>nd</sup> August, 2023 respectively, the Memorandum and Articles of Association of GMR Airports Infrastructure Limited and subject to the approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench (hereinafter referred to as "Hon'ble Tribunal") and such other approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Transferor Company 1, Transferor Company 2 and the Transferee Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by the Board to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited ("**Transferee Company 1**") and GMR Infra Developers Limited ("**Transferor Company 2**") and GMR Airports Infrastructure Limited ("**Transferee Company**") and their respective shareholders and creditors ("**Scheme**"), including without limitation, the adoption of the amended and restated articles of association of the Transferee Company as set out in the Scheme incorporating inter alia the special rights of the promoters as set out therein, the alteration of the name of the Transferee Company to GMR Airports Limited as set out in the scheme, the issuance of equity shares and optionally convertible preference shares in accordance with the terms as set out in the Scheme, the designation of Aeroports de Paris S.A as a promoter of the Transferee Company, and all other matters set out in the Scheme as enclosed with this Notice of the NCLT convened Meeting of the equity shareholders, be and is hereby approved.

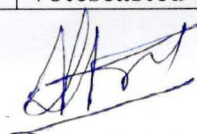
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate or necessary, to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any statutory/regulatory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Transferee Company as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the shareholders and the shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.

**RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company."

9. I, now submit my Report on the results of voting in respect of the said resolution as under:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of valid votes casted by them	% of total number of valid votes casted
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		(number of equity shares)	
Remote E-voting	796	5,26,98,86,052	99.38
E-voting at the Meeting	5	1,115	Negligible
<b>Total*</b>	<b>801</b>	<b>5,26,98,87,167</b>	<b>99.38</b>

\*There are 3 shareholders who partially voted in favour and partially against the resolution.

ii. Voted against the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them (number of shares)	% of total number of valid votes cast
Remote E-voting	41	3,30,40,601	0.62
E-voting at the Meeting	0	0	0
<b>Total*</b>	<b>41</b>	<b>3,30,40,601</b>	<b>0.62</b>

\*There are 3 shareholders who partially voted in favour and partially against the resolution.

iii. Invalid votes: Nil

iv. Abstain votes

Mode of Voting	Number of Members voted	Number of votes abstained (number of shares)	% of total number of valid votes cast
Remote E-voting	5	837	Negligible
E-voting at the Meeting	1	455	Negligible
<b>Total</b>	<b>6</b>	<b>1,292</b>	<b>Negligible</b>

v. The combined list of equity shareholders of the Company who voted in favour/against/invalid for the said resolution through remote e-voting and e-voting at the meeting has been provided to the chairperson Mr. Balvinder Singh and Mr. T Venkat Ramana, Company Secretary of the Company for records.

vi. Public shareholders vote on the resolution:

Mode of Voting	Total number of votes cast by the public shareholders (number of shares)	Number of valid votes cast by them (number of shares)	Number of valid votes in favour of the resolution (number of shares)	% of total number of valid votes cast	Number of valid votes against the resolution (number of shares)	% of total number of valid votes cast
Remote E-voting	1,73,72,59,974	1,73,72,59,974	1,70,42,18,536	98.10	3,30,40,601	1.90
E-voting at the Meeting*	1,570	1,570	1,115	Negligible	0	0
<b>Total</b>	<b>1,73,72,61,544</b>	<b>1,73,72,61,544</b>	<b>1,70,42,19,651</b>	<b>98.10</b>	<b>3,30,40,601</b>	<b>1.90</b>

\*One Shareholder holding 455 shares abstained from voting.

10. Further, in terms of the provisions of the SEBI LODR, the combined results of voting held through remote e-voting and e-voting at the meeting is attached and marked as **Annexure-A**.

11. Figures have been taken up to two decimal places.

12. In terms of Para 9 above and Annexure A hereto, the said Resolution as proposed in the

Notice dated 31<sup>st</sup> October 2023 has been approved by the requisite majority of the Equity Shareholders i.e.; (a) by majority of persons representing three-fourths in value of Equity Shareholders, voting on the resolution through remote e-voting and e-voting during the meeting, in terms of the provisions of Section 230(6) of the Act; and (b) the public shareholders of the Company (with the votes cast by such public Equity Shareholders of the Company in favour of the resolution being more than the number of votes cast by such public Equity Shareholders of the Company against the resolution, through remote e-voting and e-voting during the meeting).

13. The data and all other relevant records relating to voting by electronic means have been handed over to Mr. T Venkat Ramana, Company Secretary of the Company, for safe keeping.

Thanking you.

Yours truly,



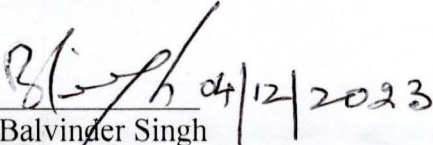
K.V. Singhal

Scrutinizer of the NCLT convened meeting of GMR Airports Infrastructure Limited

Dated: December 4, 2023

Place: Chandigarh

Countersigned by:



Mr. Balvinder Singh

Chairperson of the NCLT convened meeting of GMR Airports Infrastructure Limited

	GMR AIRPORTS INFRASTRUCTURE LIMITED
<b>Voting Results of Remote e-Voting and e-Voting during the Meeting</b>	
<b>Date of the AGM/EGM</b>	02-12-2023
<b>Total number of shareholders on record date</b>	476383
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	37
<b>Public:</b>	56

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited ("Transferor Company 1") and GMR Infra Developers Limited ("Transferor Company 2") and GMR Airports Infrastructure Limited ("Transferee Company") (formerly GMR Infrastructure Limited) and their respective shareholders and creditors ('Scheme')									
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	3,56,56,69,176	3,56,56,67,516	100.00	3,56,56,67,516	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	<b>Total</b>		<b>3,56,56,67,516</b>	<b>100.00</b>	<b>3,56,56,67,516</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1,93,79,64,560	1,61,85,95,699	83.52	1,58,55,64,412	3,30,31,287	97.96	2.04	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	<b>Total</b>		<b>1,61,85,95,699</b>	<b>83.52</b>	<b>1,58,55,64,412</b>	<b>3,30,31,287</b>	<b>97.96</b>	<b>2.04</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	53,23,11,539	11,86,64,275	22.29	11,86,54,124	9,314	99.99	0.01	0	837
	Poll		1,570	0.00	1,115	0	71.02	0.00	0	455
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	<b>Total</b>		<b>11,86,65,845</b>	<b>22.29</b>	<b>11,86,55,239</b>	<b>9,314</b>	<b>99.99</b>	<b>0.01</b>	<b>0</b>	<b>1292</b>
<b>Total</b>		<b>6,03,59,45,275</b>	<b>5,30,29,29,060</b>	<b>87.86</b>	<b>5,26,98,87,167</b>	<b>3,30,40,601</b>	<b>99.38</b>	<b>0.6231</b>	<b>0</b>	<b>1292</b>