GMR Infrastructure Limited

Registered Office:
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Museum Road
Bangalore 560 025
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September 25, 2015

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: Clause 35A of the Listing Agreement – Details of Voting Results (Remote e - Voting / Ballot papers) at the 19th Annual General Meeting of the Company

Pursuant to Clause 35A of the Listing Agreement, details of the consolidated voting results (Remote e-voting and Ba llot Papers) at the 19th Annual General Meeting of the Company held on Wednesday, September 23, 2015 at 3.00 p.m. at MLR Convention Centre, Brigade Millennium Campus, 7th Phase, J. P. Nagar, Bangalore – 560 078, Karnataka are enclosed in prescribed format.

The said details are also being uploaded on the Company's website.

We request you to take the same on record.

Yours faithfully,
For **GMR Infrastructure Limited**

GMR Infrastructure Limited

A.S. Cherukupalli
Company Secretary & Compliance Officer

Encl: As stated above

Details of Voting Results

(i) Attendance of members:

Date of Annual General Meeting	**September 23, 2015**		
Total number of shareholders on Record Date: (Book Closure date: closed from September 16, 2015 to September 23, 2015 (both days inclusive)	**450086**		
Number of shareholders present in the meeting either in person or through proxy:	**Present in person**	**Present through Proxy**	**Total**
Promoters and Promoter Group	**5**	**5**	**10**
Public	**129**	**2**	**131**
Total	**134**	**7**	**141**
Number of shareholders attended the Meeting through video conferencing: Promoter and Promoter Group: Public:	**Not arranged**		

(ii) Voting by members:

Agenda -wise

Item No. in the Notice	Subject	Resolution (ordinary / Special)	Mode of Voting	Remarks/results*
1	Adoption of audited financial statement of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon and audited consolidated financial statement of the Company for the financial year ended March 31, 2015	Ordinary	Remote e-voting & Ballot Papers	The resolution was passed with requisite majority
2	Declaration of Dividend on Preference Shares	Ordinary	Remote e-voting & Ballot Papers	The resolution was passed with requisite majority
3	Re-appointment of Mr. B. V. N. Rao as Director	Ordinary	Remote e-voting & Ballot Papers	The resolution was passed with requisite majority
4	Retirement of Mr. K.V.V. Rao, as Director and not to fill up the vacancy so caused	Ordinary	Remote e-voting & Ballot Papers	The resolution was passed with requisite majority
5	Appointment of M/s. S.R.	Ordinary	Remote e-voting	The resolution was

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Item No. in the Notice	Subject	Resolution (ordinary / Special)	Mode of Voting	Remarks/results*
	Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company		& Ballot Papers	passed with requisite majority
6	Appointment of Mrs. Vissa Siva Kameswari as an Independent Director	Ordinary	Remote e-voting & Ballot Papers	The resolution was passed with requisite majority
7	Ratification of remuneration to Cost Auditor for the financial year ended March 31, 2015	Ordinary	Remote e-voting & Ballot Papers	The resolution was passed with requisite majority
8	Approval of remuneration to Cost Auditor for the financial year ending March 31, 2016	Ordinary	Remote e-voting & Ballot Papers	The resolution was passed with requisite majority
9	Approval for issue and allotment of Securities, for an amount upto Rs.2500 Crore in one or more tranches	Special	Remote e-voting & Ballot Papers	The resolution was passed with requisite majority
10	Approval of terms and conditions of the employee welfare scheme implemented through Welfare Trust of GMR Infra Employees	Special	Remote e-voting & Ballot Papers	The resolution was passed with requisite majority
11	Approval of re-classification of the Authorised Share Capital of the Company	Special	Remote e-voting & Ballot Papers	The resolution was passed with requisite majority

*On the basis of scrutinizer report dated September 24, 2015, received on September 25, 2015

(iii) Result of poll/ Postal Ballot / Remote e-voting by members:

The mode of Voting for all the resolutions was:

a) Remote e- Voting; and

b) Physical Ballot Papers provided to those shareholders and proxies who did not participate in the Remote e - Voting process to exercise their votes and who attended the AGM either in person or through proxy.

Results of the Voting in the prescribed format is annexed herewith.

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Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-voting are furnished below:

Date of declaration of results: September 25, 2015

Total Shareholders as on September 16, 2015: 450086

Details of voting on the ordinary / special resolutions as detailed in the notice of 19th Annual General Meeting

Resolution No.1 - Adoption of audited financial statement of the Company for the financial year ended March 31, 2015

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	3682477113	3682477113	100.00	3682477113	0	100.00	0.00
Public – Institutional holders	963012953	383080250	39.78	161501775	221578475	42.16	57.84
Public – Others	650310323	7247506	1.11	7244843	2663	99.96	0.04
Total	5295800389	4072804869	76.91	3851223731	221581138	94.56	5.44

Resolution No.2 - Declaration of Dividend on Preference Shares

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	3682477113	3682477113	100.00	3682477113	0	100.00	0.00

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Public – Institutional holders	963012953	383080250	39.78	383080250	0	100.00	0.00
Public – Others	650310323	7248117	1.11	7214374	33743	99.53	0.47
Total	5295800389	4072805480	76.91	4072771737	33743	100.00	0.00

Resolution No.3 - Re-appointment of Mr. B. V. N. Rao as Director

Promoter / Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	3682477113	3682477113	100.00	3682477113	0	100.00	0.00
Public – Institutional holders	963012953	383080250	39.78	383080250	0	100.00	0.00
Public – Others	650310323	7243667	1.11	7231837	11830	99.84	0.16
Total	5295800389	4072801030	76.91	4072789200	11830	100.00	0.00

Resolution No.4 - Retirement of Mr. K.V.V. Rao, as Director and not to fill up the vacancy so caused

Promoter / Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	3682477113	3682477113	100.00	3682477113	0	100.00	0.00
Public – Institutional holders	963012953	383080250	39.78	383080250	0	39.78	0.00
Public – Others	650310323	7247667	1.11	7238397	9270	1.11	0.13
Total	5295800389	4072805030	76.91	4072795760	9270	76.91	0.00

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Resolution No.5 - Appointment of M/s. S.R. Batliboi & Associates LLP as Statutory Auditors

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	3682477113	3682477113	100.00	3682477113	0	100.00	0.00
Public – Institutional holders	963012953	383080250	39.78	378716580	4363670	98.86	1.14
Public – Others	650310323	7247827	1.11	7240043	7784	99.89	0.11
Total	5295800389	4072805190	76.91	4068433736	4371454	99.89	0.11

Resolution No.6 - Appointment of Mrs. Vissa Siva Kameswari as an Independent Director

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	3682477113	3682477113	100.00	3682477113	0	100.00	0.00
Public – Institutional holders	963012953	383080250	39.78	383080250	0	100.00	0.00
Public – Others	650310323	7236727	1.11	7224341	12386	99.83	0.17
Total	5295800389	4072794090	76.91	4072781704	12386	100.00	0.00



Resolution No.7 - Ratification of remuneration to Cost Auditor for the financial year ended March 31, 2015

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	3682477113	3682477113	100.00	3682477113	0	100.00	0.00
Public – Institutional holders	963012953	383080250	39.78	383080250	0	100.00	0.00
Public – Others	650310323	7246827	1.11	7242293	4534	99.94	0.06
Total	5295800389	4072804190	76.91	4072799656	4534	100.00	0.00

Resolution No.8 - Remuneration to Cost Auditor for the financial year ending March 31, 2016

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	3682477113	3682477113	100.00	3682477113	0	100.00	0.00
Public – Institutional holders	963012953	383080250	39.78	383080250	0	100.00	0.00
Public – Others	650310323	7247627	1.11	7239321	8306	99.89	0.11
Total	5295800389	4072804990	76.91	4072796684	8306	100.00	0.00

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Resolution No.9 - Issue and allotment of Securities, for an amount upto Rs.2500 Crore in one or more tranches

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	3682477113	3682477113	100.00	3682477113	0	100.00	0.00
Public – Institutional holders	963012953	383080250	39.78	225107406	157972844	58.76	41.24
Public – Others	650310323	7249077	1.11	7236864	12213	99.83	0.17
Total	5295800389	4072806440	76.91	3914821383	157985057	96.12	3.88

Resolution No.10 - Terms and conditions of the employee welfare scheme implemented through Welfare Trust of GMR Infra Employees

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	3682477113	3682477113	100.00	3682477113	0	100.00	0.00
Public – Institutional holders	963012953	383080250	39.78	383080250	0	100.00	0.00
Public – Others	650310323	7247927	1.11	7231489	16438	99.77	0.23
Total	5295800389	4072805290	76.91	4072788852	16438	100.00	0.00

GMR Infrastructure Limited

Resolution No.11 - Re-classification of the Authorised Share Capital of the Company

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	3682477113	3682477113	100.00	3682477113	0	100.00	0.00
Public – Institutional holders	963012953	383080250	39.78	383080250	0	100.00	0.00
Public – Others	650310323	7247827	1.11	7237291	10536	99.85	0.15
Total	5295800389	4072805190	76.91	4072794654	10536	100.00	0.00

GMR Infrastructure Limited

V. Sreedharan & Associates
Company Secretaries

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Mobile : 98452 14399, 99867 71214
compliance@sreedharancs.com
GNR Complex, 1st & 2nd Floor, 32/33,
8th Cross, Opp. Wilson Garden Police Station,
Wilson Garden, Bangalore - 560 027.

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 19th Annual General Meeting of the Equity Shareholders of **"GMR INFRASTRUCTURE LIMITED"** held on September 23, 2015 at MLR Convention Centre, Brigade Millennium Campus, 7th phase, J.P. Nagar, Bengaluru-560 078 at 03.00 PM.

Sir,

I, V. Sreedharan, Partner of M/s. V. Sreedharan and Associates, Company Secretaries, Bangalore, 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 clause 35B of the Listing Agreement, for the purpose of scrutinizing the remote e-voting process and voting by poll taken at the 19th Annual General Meeting of the Equity Shareholders of "**GMR INFRASTRUCTURE LIMITED**" held on Wednesday, September 23, 2015 at MLR Convention Centre, Brigade Millennium Campus, 7th phase, J.P. Nagar, Bengaluru-560 078.

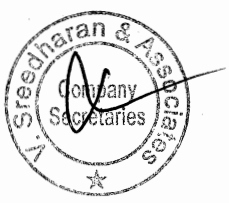
V. Sreedharan & Associates Company Secretaries

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and the Poll process conducted for the resolutions contained in the Notice to the 19th Annual General Meeting of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the remote e-voting and poll process is restricted to making a consolidated scrutinizer's report of the votes cast "in favour" or "against", based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the Agency authorized under the Rules and engaged by the Company to provide remote e-voting facility.

I submit my report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 A.M on Sunday, September 20, 2015 up to 5.00 P.M on Tuesday, September 22, 2015.
2. The Annual Report containing the Notice was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members, hard copy of Annual Report containing the Notice was sent by courier.
3. The e-voting event was unblocked on September 22, 2015 around 6.14 P.M.



B. Relating to voting by Poll:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
2. There was no polling paper which was incomplete or found defective.

C. Result of E-Voting and Poll is as under:

1. The voting rights were reckoned as on September 16, 2015, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

2. After the conclusion of the Annual General Meeting, the ballot boxes were opened and polling papers were removed and examined and the votes cast through remote e-voting were unblocked on September 23, 2015 at 7.04 PM. in presence of two witnesses, namely Ms. Ashwitha Rai, residing at Sector 2, Room No. 001, Siribolpu, Lakshmi Paradise, Near Amrut Nagar Police Station, Bengaluru 560024 and Mr. Pradeep B. Kulkarni, residing at No.53/1-A, SPL Sree Theertha Apartment, 4th Main, 17th Cross, Malleshwaram, Bengaluru 560055 who are not in the employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence:

(**Ashwitha Rai**) (**Pradeep B. Kulkarni**)

3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Karvy Computershare Private Limited (https://evoting.karvy.com).

4. The combined result of remote e-voting and poll is as under:

a) RESOLUTION 1

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors andAuditors thereon and audited consolidated financial statement of the Company for the financial year ended March 31, 2015.

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

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	176	72	248
Number of votes cast by them	384,43,45,948	68,77,783	385,12,23,731
% of Total Number of valid votes cast	94.55	100	94.56

(ii) Voted **against** the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	60	2	62
Number of votes cast by them	22,15,80,834	304	22,15,81,138
% of Total Number of valid votes cast	5.45	Negligible	5.44

(iii) **Invalid** Votes

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	4	8	12
Number of votes cast by them	7,15,325	21,950	7,37,275



b) RESOLUTION 2

To declare dividend on preference shares.

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	215	73	288
Number of votes cast by them	406,58,93,004	68,78,733	407,27,71,737
% of Total Number of valid votes cast	100	99.99	100

(ii) Voted **against** the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	22	3	25
Number of votes cast by them	33,239	504	33,743
% of Total Number of valid votes cast	Negligible	0.01	Negligible

V. Sreedharan & Associates Company Secretaries

(iii) **Invalid** Votes

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	3	6	9
Number of votes cast by them	7,15,064	20,800	7,35,864

c) RESOLUTION 3

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	219	68	287
Number of votes cast by them	406,59,11,617	68,77,583	407,27,89,200
% of Total Number of valid votes cast	100	100	100

(ii) Voted **against** the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	17	2	19
Number of votes cast by them	11,526	304	11,830
% of Total Number of valid votes cast	Negligible	Negligible	Negligible

(iii) **Invalid** Votes

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	12	17
Number of votes cast by them	7,19,864	22,150	7,42,014

c) RESOLUTION 4

RESOLVED THAT Mr. K. V.V. Rao, Director who retires by rotation at this Annual General Meeting and who has not sought re-appointment shall retire at this Annual General Meeting.

RESOLVED FURTHER THAT the vacancy caused by the retirement of Mr. K.V.V. Rao and who has not offered himself for re-appointment, be not filled up."

V. Sreedharan & Associates Company Secretaries

Voted **in favour** of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	218	69	287
Number of votes cast by them	406,59,19,577	68,76,183	407,27,95,760
% of Total Number of valid votes cast	100	99.97	100

(i) Voted **against** the resolution –

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	19	5	24
Number of votes cast by them	7,366	1,904	9,270
% of Total Number of valid votes cast	Negligible	0.03	Negligible

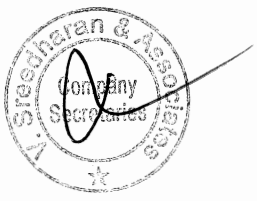
(ii) **Invalid** Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	4	8	12
Number of votes cast by them	7,16,064	21,950	7,38,014

e) RESOLUTION 5

To appoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AnnualGeneral Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

"RESOLVED THAT M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W) be and are hereby appointed as the StatutoryAuditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."



Voted **in favour** of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	221	71	292
Number of votes cast by them	406,15,57,303	68,76,433	406,84,33,736
% of Total Number of valid votes cast	99.89	99.98	99.89

(i) Voted **against** the resolution –

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	17	4	21
Number of votes cast by them	43,69,800	1,654	43,71,454
% of Total Number of valid votes cast	0.11	0.02	0.11

(ii) **Invalid** Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	8	10
Number of votes cast by them	7,15,004	21,950	7,36,954

f) RESOLUTION 6

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereoffor the time being in force) and Clause 49 of the Listing Agreement, Mrs. Vissa Siva Kameswari (DIN:02336249), Director of the Company, who has submitteda declaration that she meets the criteria of independence under Section 149(6) of the Act, who is eligible for appointment and in respect of whom theCompany has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is herebyappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the conclusion of the twentieth Annual General Meeting of the Company."

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	220	69	289
Number of votes cast by them	406,59,12,621	68,69,083	407,27,81,704
% of Total Number of valid votes cast	100	99.97	100

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	17	4	21
Number of votes cast by them	10,582	1,804	12,386
% of Total Number of valid votes cast	Negligible	0.03	Negligible

(iii) **Invalid** Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	4	9	13
Number of votes cast by them	7,19,804	29,150	7,48,954

g) Resolution 7

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit andAuditors) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No:000065), appointed by the Board of Directors as Cost Auditors to conduct the audit of the costrecords maintained by the Company for the financial year ended March 31, 2015, amounting to Rs. 1.25 Lakhs (Rupees One Lakh and Twenty Five Thousand only) plus payment of applicable taxes and re-imbursement of out of pocket expenses in connection with the aforesaid audit, be and is hereby ratified andapproved."

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	229	66	295
Number of votes cast by them	406,59,23,573	68,76,083	407,27,99,656
% of Total Number of valid votes cast	100	99.97	100

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	9	4	13
Number of votes cast by them	2,730	1,804	4,534
% of Total Number of valid votes cast	Negligible	0.03	Negligible



(iii) **Invalid** Votes -

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	12	14
Number of votes cast by them	7,15,004	22,150	7,37,154

h) Resolution 8

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit andAuditors) Rules, 2014 including statutory modification(s) or re-enactment(s) thereof for the time being in force, the remuneration payable to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No.000065), appointed by the Board of Directors as Cost Auditors to conduct the audit of the costrecords maintained by the Company for the financial year ending March 31, 2016, amounting to Rs. 1.25 Lakhs (Rupees One Lakh and Twenty Five Thousandonly) plus payment of applicable taxes and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and ishereby approved."



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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	226	70	296
Number of votes cast by them	406,59,20,298	68,76,386	407,27,96,684
% of Total Number of valid votes cast	100	99.98	100

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	12	3	15
Number of votes cast by them	6,805	1,501	8,306
% of Total Number of valid votes cast	Negligible	0.02	Negligible

(iii) **Invalid** Votes -

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	9	11
Number of votes cast by them	7,15,004	22,150	7,37,154

i) Resolution 9

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and 62(1)(c) of the Companies Act, 2013 (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (includingany statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Boardof India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time and the provisions of the Foreign Exchange Management Act, 1999, as amended (the "FEMA"), the Foreign Exchange Management (Transfer or Issue of Security bya Person Resident Outside India) Regulations, 2000, as amended (the "FEMA Regulations"), the Foreign Exchange Management (Transfer or Issue of AnyForeign Security) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository ReceiptMechanism) Scheme, 1993, as amended and subject to any required approval, consent, permission and / or sanction including from the Ministry of

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Finance(Foreign Investment Promotion Board, Department of Economic Affairs), the Ministry of Commerce & Industry (Department of Industrial Policy & Promotion/Secretariat for Industrial Assistance), all other Ministries / Departments of the Government of India ("GoI"), the Reserve Bank of India ("RBI"), and theSecurities and Exchange Board of India ("SEBI") and / or any other competent authorities and in accordance with the rules, regulations, guidelines,notifications, circulars and clarifications issued thereon from time to time by GoI, RBI, SEBI and / or any other competent authorities and the enablingprovisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company with thestock exchanges on which the Company's equity shares of face value Re. 1 each ("Equity Shares") and non-convertible debentures are listed and subject tonecessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directorsof the Company (hereinafter referred to as the "Board", which term shall include any committee thereof), the consent, authority and approval of theCompany be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option,either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, Global Depository

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Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs") (whether listed or otherwise), non-convertible debentureswith or without warrants, other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form), bonds or notes (whether listed or unlisted), any security convertible into Equity Shares with or without voting / special rights, securities linked to Equity Shares and/ or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, secured orotherwise including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as"Securities") or any combination of Securities, in one or more tranches, whether Indian rupee denominated or denominated in foreign currency, to any eligible person, as permitted under applicable law including qualified institutional buyers, foreign / Indian resident investors (whether institutions,incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and / ormultilateral financial institutions, foreign portfolio investors, mutual funds, non-resident Indians, stabilizing agents and / or any other categories of investors,whether they be holders of shares of the Company or not (collectively called the Investors) whether or not such Investors are members of the Company asmay be decided by the Board in their discretion and permitted under applicable laws and regulations, of an aggregate amount up to Rs. 2500 Crore (Rupees Two Thousand Five Hundred Crore only) or equivalent thereof in one or more foreign currency and / or Indian rupees, inclusive of such premium

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as may befixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or acombination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms andconditions including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion todetermine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time ofsuch offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency or equivalent Indian rupees inclusive of such premium as may bedetermined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Act, the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI (ICDR) Regulations");and the provisions of the FEMA, the FEMA Regulations, the Board may at its absolute discretion, issue, offer and allot Equity Shares, fully convertibledebentures, partly convertible debentures, non-convertible debentures with or without warrants or any securities which are convertible into or exchangeablewith equity shares (collectively referred to as "Securities")

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of an aggregate amount up to Rs. 2500 Crore or equivalent thereof in one or more foreign currencyand / or Indian rupees inclusive of such premium, as specified above, to qualified institutional buyers (as defined by the SEBI (ICDR) Regulations) pursuantto a Qualified Institutions Placement (QIP), as provided under Chapter VIII of the SEBI (ICDR) Regulations and such Securities shall be fully paid up and theallotment of such Securities shall be completed within 12 months from the date of the shareholders resolution approving the proposed issue or such othertime as may be allowed by the SEBI (ICDR) Regulations from time to time, at such price being not less than the price determined in accordance with thepricing formula of the aforementioned SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT pursuant to Regulation 85(1) of the SEBI (ICDR) Regulations, the Board be and is hereby authorized to, at its absolute discretion,offer a discount of not more than 5% or such other percentage as permitted under applicable law to the price calculated in accordance with the pricingformula provided under Chapter VIII of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

a. the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
b. the relevant date for the determination of applicable price for the issue of the Securities shall be as per the regulations prescribed by SEBI, RBI, GoI

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through its various departments or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules / regulations / statutory provisions.

RESOLVED FURTHER THAT the issue to the holders of any Securities withunderlying Equity Shares shall be, inter alia, subject to the following terms and

conditions:

- in the event of the company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro-tanto;

- in the event of company making rights offer by issue of Equity Shares, prior to the allotment of Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; and

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- in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such other corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any,of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by suchgovernmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms thatprovide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to theterms and conditions for issue of additional Securities and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorized inits absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, mattersand things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner ofthe issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face

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value,premium amount on issue/conversion of the Securities, if any, rate of interest, redemption period, listings on one or more overseas stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of anySecurities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed tohave given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board or Management Committee or any other Committee thereof be and is hereby authorized to engage / appoint the LeadManagers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Escrow Agents, Paying andConversion Agents Advisors and all such agencies as may be involved or concerneddepending on the nature of the offering of the Securities and toremunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda,documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

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RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued andallotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari-passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in theoffering documents.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 42 and 71 of the Act, read with the Companies (Prospectus and Allotment of Securities)Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutorymodifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue& Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, the consent of the Company, be and is hereby accorded to the Board to offer, issue and allot Secured or Unsecured redeemable Non-convertible Debentures/Bonds in oneor more tranches, on private placement basis, on such terms and conditions as the Board of Directors / may determine and consider proper and most to the Company including as to when the said Debentures to be issued, the consideration for the issue, utilization of the issue proceeds and

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allmatters connected with or incidental thereto, for an amount up to Rs. 2,500 Crore (Rupees Two Thousand Five Hundred Crore only) including the amountsraised through issue of any other Securities.

RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers toany Director(s) or Committee of Directors / Company Secretary / other persons authorized by the Board to give effect to the aforesaid resolutions and isauthorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Securities including but not limited to:

a. Approving the offer document and filing the same with any other authority or persons as may be required;
b. Approving the specific nature and size of Security (in Indian rupees or such other foreign currency) to be offered, the issue price, the number of Securitiesto be allotted, the basis of allocation and allotment of Securities;
c. To affix the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and any one of the above Authorised Persons, who shall sign the same in token thereof;

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d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable inconnection with the issue of Securities by the Company;

e. Opening such bank accounts and demat accounts as may be required for the transaction;

f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deemnecessary or desirable for the purpose of the transactions;

g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;

h. Making applications for listing of the Securities on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listingagreement(s) or equivalent documentation to the concerned stock exchange(s); and

i. To authorize or delegate all or any of the powers herein above conferred to any one or more persons, if need be."



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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	169	72	241
Number of votes cast by them	390,79,43,950	68,77,433	391,48,21,383
% of Total Number of valid votes cast	96.11	99.97	96.12

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	70	4	74
Number of votes cast by them	15,79,83,253	1,804	15,79,85,057
% of Total Number of valid votes cast	3.89	0.03	3.88

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(iii) **Invalid** Votes -

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	6	8
Number of votes cast by them	7,15,004	20,800	7,35,804

j) Resolution 10

"RESOLVED THAT pursuant to applicable provisions of the Companies Act 2013, read with the Rules framed there under (including any statutory modificationsor re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, asamended from time to time (the "SEBI ESOP Regulations"), and the Circular CIR/CFD/POLICY CELL/2/2015 issued by the Securities and Exchange Board ofIndia dated June 16, 2015 (the "SEBI Circular"), and subject to any approvals as may be required, the shareholders of the Company hereby approve therevised terms and conditions of the employee welfare schemes for the benefit of eligible employees being implemented through the "Welfare Trust of GMRInfra Employees" as contained in the amended and restated trust deed ("Amended Trust Deed"), together with annexures thereto including the EducationScholarship Scheme, the Short Term Home Loan Scheme and the Medical Assistance Scheme (collectively the "Welfare Schemes", which term shall includeany additional schemes framed and adopted in accordance with

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the Trust Deed), as per the draft placed before the shareholders and initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the implementation and administration of the Welfare Schemes in accordance with the Amended Trust Deed shall be delegatedto the trustees of the Welfare Trust of GMR Infra Employees, subject to compliance with the policies and procedures for compliance with applicable lawframed by the Nomination and Remuneration Committee (Compensation Committee) of the Board from time to time and notified to the trustees.

RESOLVED FURTHER THAT the Welfare Trust of GMR Infra Employees under the Amended Trust Deed shall be entitled to undertake secondary acquisitionsfor the purposes of the Welfare Scheme. Such secondary acquisitions by the Welfare Trust of GMR Infra Employees for the purposes of the Welfare Schemeshall be permitted up to such limits as determined by the trustees under the Amended Trust Deed in compliance with applicable laws and regulations asprevailing and in force (including the SEBI ESOP Regulations).

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to carry out any other amendments to the Amended Trust Deed and the WelfareSchemes in compliance with the SEBI ESOP Regulations, the SEBI Circular and any other applicable law from time to time."

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	219	71	290
Number of votes cast by them	406,59,12,266	68,76,586	407,27,88,852
% of Total Number of valid votes cast	100	99.98	100

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	19	3	22
Number of votes cast by them	14,937	1,501	16,438
% of Total Number of valid votes cast	Negligible	0.02	Negligible

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(iii) **Invalid** Votes -

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	8	10
Number of votes cast by them	7,15,004	2,950	7,17,954

k) Resolution 11

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 and other applicable provisions, if any, and the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be is hereby accorded to re-classify the authorised share capital of the Company, comprising of Rs. 1950,00,00,000 (Rupees One Thousand Nine Hundred and Fifty Crore only) divided into750,00,00,000 (Seven Hundred Fifty Crore only) equity shares of Re. 1/- (Rupee One only) each, 60,00,000 (Sixty Lakhs only) Series A Compulsorily Convertible Preference Shares of Rs. 1000/- (Rupees One Thousand only) each, and 60,00,000 (Sixty Lakhs only) Series B Compulsorily Convertible Preference Shares of Rs. 1000/- (Rupees One Thousand only) each in to Rs. 1950,00,00,000 (Rupees One Thousand Nine Hundred and Fifty Crore only) divided into 1350,00,00,000(One Thousand Three Hundred and Fifty Crore only) equity shares of Re. 1/- (Rupee one only) each and 60,00,000 (Sixty Lakhs only) Preference Shares of Rs. 1000/- (Rupees One Thousand only) each.

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RESOLVED FURTHER THAT, Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

V. The Authorised Share Capital of the Company is Rs. 1950,00,00,000 (Rupees One Thousand Nine Hundred and Fifty Crore only) divided into 1350,00,00,000 (One Thousand Three Hundred and Fifty Crore only) equity shares of Re. 1/- (Rupee one only) each and 60,00,000 (Sixty Lakhs only) Preference Shares of Rs. 1000/- (Rupees One Thousand only) each, with power to the Board of Directors (Board) to increase or reduce its capital and to divide the shares inthe capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges,conditions and restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, or abrogateany such rights, privileges, conditions, or restrictions in such manner as may for the time being be permitted by the Articles of Association of theCompany or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such other acts, deeds, matters and things, as it mayin its absolute discretion deem necessary, proper or desirable to give effect to the aforesaid resolution."

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	222	71	293
Number of votes cast by them	406,59,18,221	68,76,433	407,27,94,654
% of Total Number of valid votes cast	100	99.98	100

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	17	4	21
Number of votes cast by them	8,882	1,654	10,536
% of Total Number of valid votes cast	Negligible	0.02	Negligible

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(iii) **Invalid** Votes -

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	8	10
Number of votes cast by them	7,15,004	21,950	7,36,954

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 poll papers and all other relevant records were sealed and 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
F.C.S - 2347 : C.P. No. 833

Place: Bangalore

Dated: September 24, 2015