GMR Infrastructure Limited

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Opp. Terminal 3, IGI Airport
New Delhi 110037, India
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September 16, 2016

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: Details of Voting Results of the 20th Annual General Meeting of GMR Infrastructure Limited held on September 14, 2016

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the details of voting results of 20th Annual General Meeting (AGM) held on Wednesday, September 14, 2016.

We also enclose consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM. A copy of the above is being uploaded on the Company's website.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For **GMR Infrastructure Limited**

GMR INFRASTRUCTURE LIMITED

A.S. Cherukupalli
Company Secretary & Compliance Officer

Encl: As stated above

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

Annexure

GMR Infrastructure Limited
Voting Results of 20th Annual General Meeting held on September 14, 2016
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Annual General Meeting : September 14, 2016
Total number of shareholders on record date (07.09.2016) : 436557

No. of shareholders present in the meeting either in person or through proxy:
Promoters and Promoter Group: : 12
Public: : 60

No. of Shareholders attended the meeting through Video Conferencing
Promoters and Promoter Group: : Not Applicable
Public:

Resolution No. 1 **Adoption of Audited financial statements (including consolidated financial statement) of the Company for the financial year ended March 31, 2016, and the Reports of the Board of Directors and Auditors thereon.**

Resolution required: (Ordinary/ Special) Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	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	E-Voting	3718777113	3718777113	100.00	3718777113	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**3718777113**	**100.00**	**3718777113**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	1667762741	923097347	55.35	692686811	230410536	75.04	24.96
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**923097347**	**55.35**	**692686811**	**230410536**	**75.04**	**24.96**
Public- Non Institutions	E-Voting	649405421	282354	0.04	280827	1527	99.46	0.54
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**891934**	**0.14**	**890407**	**1527**	**99.83**	**0.17**
	Total	**6035945275**	**4642766394**	**76.92**	**4412354331**	**230412063**	**95.04**	**4.96**

Resolution No.2 **Re-appointment of Mr. G. B. S. Raju as Director.**
Resolution required: (Ordinary/ Special) Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution? Non of the promoter is interested expect Mr. G.B.S Raju

Category	Mode of Voting	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	E-Voting	3718777113	3718232953	99.99	3718232953	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**3718232953**	**99.99**	**3718232953**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	1667762741	894843724	53.66	894843724	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**894843724**	**53.66**	**894843724**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	649405421	282354	0.04	272247	10107	96.42	3.58
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**891934**	**0.14**	**881827**	**10107**	**98.87**	**1.13**
	Total	**6035945275**	**4613968611**	**76.44**	**4613958504**	**10107**	**100.00**	**0.00**

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Resolution No. 3 — Re-appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company.

Resolution required: (Ordinary/ Special) — Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? — No

Category	Mode of Voting	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	E-Voting	3718777113	3718777113	100.00	3718777113	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		3718777113	100.00	3718777113	0	100.00	0.00
Public- Institutions	E-Voting	1667762741	924723724	55.45	921641356	3082368	99.67	0.33
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		924723724	55.45	921641356	3082368	99.67	0.33
Public- Non Institutions	E-Voting	649405421	282354	0.04	279958	2396	99.15	0.85
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		891934	0.14	889538	2396	99.73	0.27
	Total	6035945275	4644392771	76.95	4641308007	3084764	99.93	0.07

Resolution No. 4 — Appointment of Mr. Jayesh Desai as a Director of the Company.

Resolution required: (Ordinary/ Special) — Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? — No

Category	Mode of Voting	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	E-Voting	3718777113	3718777113	100.00	3718777113	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		3718777113	100.00	3718777113	0	100.00	0.00
Public- Institutions	E-Voting	1667762741	894843724	53.66	894843724	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		894843724	53.66	894843724	0	100.00	0.00
Public- Non Institutions	E-Voting	649405421	282254	0.04	272614	9640	96.58	3.42
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		891834	0.14	882194	9640	98.92	1.08
	Total	6035945275	4614512671	76.45	4614503031	9640	100.00	0.00

Resolution No. 5 — Re-appointment of Mrs. Vissa Siva Kameswari as an Independent Director of the Company.

Resolution required: (Ordinary/ Special) — Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? — No

Category	Mode of Voting	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	E-Voting	3718777113	3718777113	100.00	3718777113	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		3718777113	100.00	3718777113	0	100.00	0.00
Public- Institutions	E-Voting	1667762741	894843724	53.66	894843724	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		894843724	53.66	894843724	0	100.00	0.00
Public- Non Institutions	E-Voting	649405421	282155	0.04	275174	6981	97.53	2.47
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		891735	0.14	884754	6981	99.22	0.78
	Total	6035945275	4614512572	76.45	4614505591	6981	100.00	0.00

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Resolution No. 6

Re-appointment of Mr. R.S.S.L.N. Bhaskarudu as an Independent Director of the Company.

Resolution required: (Ordinary/ Special) Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	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	E-Voting	3718777113	3718777113	100.00	3718777113	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		3718777113	100.00	3718777113	0	100.00	0.00
Public- Institutions	E-Voting	1667762741	894843724	53.66	892053020	2790704	99.69	0.31
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		894843724	53.66	892053020	2790704	99.69	0.31
Public- Non Institutions	E-Voting	649405421	282155	0.04	274274	7881	97.21	2.79
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		891735	0.14	883854	7881	99.12	0.88
	Total	6035945275	4614512572	76.45	4611713987	2798585	99.94	0.06

Resolution No. 7

Re-appointment of Mr. N.C. Sarabeswaran as an Independent Director of the Company.

Resolution required: (Ordinary/ Special) Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	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	E-Voting	3718777113	3718777113	100.00	3718777113	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		3718777113	100.00	3718777113	0	100.00	0.00
Public- Institutions	E-Voting	1667762741	894843724	53.66	892063794	2779930	99.69	0.31
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		894843724	53.66	892063794	2779930	99.69	0.31
Public- Non Institutions	E-Voting	649405421	282155	0.04	273924	8231	97.08	2.92
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		891735	0.14	883504	8231	99.08	0.92
	Total	6035945275	4614512572	76.45	4611724411	2788161	99.94	0.06

Resolution No.8

Re-appointment of Mr. S. Sandilya as an Independent Director of the Company.

Resolution required: (Ordinary/ Special) Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	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	E-Voting	3718777113	3718777113	100.00	3718777113	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		3718777113	100.00	3718777113	0	100.00	0.00
Public- Institutions	E-Voting	1667762741	894843724	53.66	894843724	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		894843724	53.66	894843724	0	100.00	0.00
Public- Non Institutions	E-Voting	649405421	282155	0.04	271924	10231	96.37	3.63
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		891735	0.14	881504	10231	98.85	1.15
	Total	6035945275	4614512572	76.45	4614502341	10231	100.00	0.00

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Resolution No. 9 — **Re-appointment of Mr. S. Rajagopal as an Independent Director of the Company.**

Resolution required: (Ordinary/ Special) — Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? — No

Category	Mode of Voting	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	E-Voting	3718777113	3718777113	100.00	3718777113	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		3718777113	100.00	3718777113	0	100.00	0.00
Public- Institutions	E-Voting	1667762741	894843724	53.66	894843724	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		894843724	53.66	894843724	0	100.00	0.00
Public- Non Institutions	E-Voting	649405421	282155	0.04	273224	8931	96.83	3.17
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		891735	0.14	882804	8931	99.00	1.00
	Total	6035945275	4614512572	76.45	4614503641	8931	100.00	0.00

Resolution No. 10 — **Re-appointment of Mr. C.R. Muralidharan as an Independent Director of the Company.**

Resolution required: (Ordinary/ Special) — Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? — No

Category	Mode of Voting	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	E-Voting	3718777113	3718777113	100.00	3718777113	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		3718777113	100.00	3718777113	0	100.00	0.00
Public- Institutions	E-Voting	1667762741	894843724	53.66	679934165	214909559	75.98	24.02
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		894843724	53.66	679934165	214909559	75.98	24.02
Public- Non Institutions	E-Voting	649405421	282155	0.04	272924	9231	96.73	3.27
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		891735	0.14	882504	9231	98.96	1.04
	Total	6035945275	4614512572	76.45	4399593782	214918790	95.34	4.66

Resolution No. 11 — **Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2017.**

Resolution required: (Ordinary/ Special) — Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? — No

Category	Mode of Voting	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	E-Voting	3718777113	3718777113	100.00	3718777113	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		3718777113	100.00	3718777113	0	100.00	0.00
Public- Institutions	E-Voting	1667762741	924723724	55.45	924668116	55608	99.99	0.01
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		924723724	55.45	924668116	55608	99.99	0.01
Public- Non Institutions	E-Voting	649405421	282324	0.04	279726	2598	99.08	0.92
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		891904	0.14	889306	2598	99.71	0.29
	Total	6035945275	4644392741	76.95	4644334535	58206	100.00	0.00

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Resolution No. 12 — **Approval to make investment in securities under Section 186 of the Companies Act, 2013.**

Resolution required: (Ordinary/ Special) — Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? — No

Category	Mode of Voting	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	E-Voting	3718777113	3718777113	100.00	3718777113	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**3718777113**	**100.00**	**3718777113**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	1667762741	924723724	55.45	695406789	229316935	75.20	24.80
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**924723724**	**55.45**	**695406789**	**229316935**	**75.20**	**24.80**
Public- Non Institutions	E-Voting	649405421	282225	0.04	277095	5130	98.18	1.82
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**891805**	**0.14**	**886675**	**5130**	**99.42**	**0.58**
	Total	**6035945275**	**4644392642**	**76.95**	**4415070577**	**229322065**	**95.06**	**4.94**

Resolution No. 13 — **Ratification of the Material Related Party Transactions entered by the Company for the financial year 2015-16.**

Resolution required: (Ordinary/ Special) — Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? — Yes

Category	Mode of Voting	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	E-Voting	3718777113	805635166	21.66	805635166	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**805635166**	**21.66**	**805635166**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	1667762741	924723724	55.45	917867875	6855849	99.26	0.74
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**924723724**	**55.45**	**917867875**	**6855849**	**99.26**	**0.74**
Public- Non Institutions	E-Voting	649405421	282234	0.04	277393	4841	98.28	1.72
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**891814**	**0.14**	**886973**	**4841**	**99.46**	**0.54**
	Total	**6035945275**	**1731250704**	**28.68**	**1724390014**	**6860690**	**99.60**	**0.40**

Resolution No. 14 — **Approval for issue and allotment of Securities, for an amount upto Rs. 2,500 Crore in one or more tranches.**

Resolution required: (Ordinary/ Special) — Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? — No

Category	Mode of Voting	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	E-Voting	3718777113	3718777113	100.00	3718777113	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**3718777113**	**100.00**	**3718777113**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	1667762741	924723724	55.45	690606420	234117304	74.68	25.32
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**924723724**	**55.45**	**690606420**	**234117304**	**74.68**	**25.32**
Public- Non Institutions	E-Voting	649405421	281424	0.04	276184	5240	98.14	1.86
	Poll		609580	0.09	609580	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**891004**	**0.14**	**885764**	**5240**	**99.41**	**0.59**
	Total	**6035945275**	**4644391841**	**76.95**	**4410269297**	**234122544**	**94.96**	**5.04**

GMR INFRASTRUCTURE LIMITED

V. SREEDHARAN AND ASSOCIATES
Company Secretaries
No. 32/33, 1st and 2nd Floor, GNR Complex, 8th Cross,
Wilson Garden, Bengaluru 560 027
+91 80 222 90 394 compliance@sreedharancs.com

CONSOLIDATED REPORT OF SCRUTINIZER
(REMOTE E-VOTING AND INSTA POLL)

[Pursuant to section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Twentieth Annual General Meeting of the Equity Shareholders of **"GMR Infrastructure Limited"** held on Wednesday, September 14, 2016 at 3.00 p.m. at Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai - 400050.

Sir,

I, V.Sreedharan, partner of V.Sreedharan and Associates Company Secretaries, having office at No. 32/33, 1st Floor, GNR Complex, 8th Cross, Wilson Garden, Bengaluru-560027 was appointed as Scrutinizer for the Twentieth Annual General Meeting of the Equity Shareholders of **"GMR Infrastructure Limited"** held on Wednesday, September 14, 2016 at 3.00 p.m. at Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai - 400050 for the purpose of:-

(i) Scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) Voting through electronic voting system ("Insta Poll") at the annual general meeting.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the Twentieth Annual General Meeting of the Equity Shareholders dated August 06, 2016. 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" or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system and Insta Poll provided by Karvy Computershare Private Limited, the Agency Authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and voting at the general meeting by Insta Poll at the venue of the AGM.

We submit our report as under:

A. Relating to remote E-Voting:

1. The remote E-Voting period remained open from 9.00 am on September 11, 2016 to 5.00 pm on September 13, 2016.

2. The Annual Report and the Notice of Annual General Meeting was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members, hard copy of the Annual Report was sent by courier/Registered Post.



B. Relating to voting at the AGM

a. Insta Poll

After the conclusion of the AGM, the votes cast through Insta Poll were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

b. ballot

The facility for voting through ballot was also made available at the venue of the AGM and ballot box was provided. However, no member voted through ballot at the AGM.

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

1. The voting rights were reckoned as on September 07, 2016, being the Cut-off date for the purpose of deciding the entitlement of member to vote at the remote e-voting and voting at the meeting.

2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on September 14, 2016 at 5.40 P.M. in presence of two witnesses, namely Mrs. Devika Sathyanarayana and Mr.G. Ramdas who are not in the employment of the Company and the remote e-voting results were downloaded from the E-Voting website of Karvy Computershare Private Limited, i.e. https://evoting.karvy.com.

3. Thereafter, Karvy Computershare Private Limited provided the details of equity shareholders, who voted "For" or "Against" through voting at the annual general meeting by electronic means (Insta Poll).

4. The combined result of remote e-voting and voting at the annual general meeting by electronic means (Insta Poll) is as under:

a) **RESOLUTION 1**

To consider and adopt the Audited Financial Statements (including consolidated financial statement) of the Company for the Financial Year ended March 31, 2016, and the Reports of the Board of Directors and Auditors thereon.

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

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	160	47	207
Number of votes cast by them	441,17,44,751	6,09,580	441,23,54,331
% of Total Number of valid votes cast	95.04	100	95.04

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	59	NIL	59
Number of votes cast by them	23,04,12,063	NIL	23,04,12,063
% of Total Number of valid votes cast	4.96	NIL	4.96

V. Sreedharan & Associates Company Secretaries

b) **RESOLUTION 2**

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.

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

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	197	47	244
Number of votes cast by them	461,33,48,924	6,09,580	461,39,58,504
% of Total Number of valid votes cast	100	100	100

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	16	NIL	16
Number of votes cast by them	10,107	NIL	10,107
% of Total Number of valid votes cast	Negligible	NIL	Negligible

V. Sreedharan & Associates

c) RESOLUTION 3

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

(i) Voted in favour of resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	204	47	251
Number of votes cast by them	464,06,98,427	6,09,580	464,13,08,007
% of Total Number of valid votes cast	99.93	100	99.93

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	15	NIL	15
Number of votes cast by them	30,84,764	NIL	30,84,764
% of Total Number of valid votes cast	0.07	NIL	0.07

d) **RESOLUTION 4**

To appoint Mr. Jayesh Desai (DIN: 00038123) as a Director, who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 13, 2015, in terms of Section 161 of the Companies Act, 2013.

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

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	203	47	250
Number of votes cast by them	461,38,93,451	6,09,580	461,45,03,031
% of Total Number of valid votes cast	100	100	100

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	14	NIL	14
Number of votes cast by them	9,640	NIL	9,640
% of Total Number of valid votes cast	Negligible	NIL	Negligible

e) RESOLUTION 5

To re-appoint Mrs. Vissa Siva Kameswari (DIN: 02336249), an Independent Director of the Company to hold office for a term of 5 years or upto the conclusion of twenty fifth Annual General Meeting whichever is earlier.

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

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	202	47	249
Number of votes cast by them	461,38,96,011	6,09,580	461,45,05,591
% of Total Number of valid votes cast	100	100	100

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	15	NIL	15
Number of votes cast by them	6,981	NIL	6,981
% of Total Number of valid votes cast	Negligible	NIL	Negligible

f) RESOLUTION 6

To re-appoint Mr. R.S.S.L.N. Bhaskarudu (DIN: 00058527), an Independent Director of the Company to hold office for a term of 5 years or upto the conclusion of twenty fifth Annual General Meeting whichever is earlier.

(i) Voted in favour of resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	197	47	244
Number of votes cast by them	461,11,04,407	6,09,580	461,17,13,987
% of Total Number of valid votes cast	99.94	100	99.94

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	20	NIL	20
Number of votes cast by them	27,98,585	NIL	27,98,585
% of Total Number of valid votes cast	0.06	NIL	0.06

g) **RESOLUTION 7**

To re-appoint Mr. N.C. Sarabeswaran (DIN: 00167868), an Independent Director of the Company to hold office for a term of 5 years or upto the conclusion of twenty fifth Annual General Meeting whichever is earlier.

(i) Voted in favour of resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	197	47	244
Number of votes cast by them	461,11,14,831	6,09,580	461,17,24,411
% of Total Number of valid votes cast	99.94	100	99.94

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	19	NIL	19
Number of votes cast by them	27,88,161	NIL	27,88,161
% of Total Number of valid votes cast	0.06	NIL	0.06

V. Sreedharan & Associates Company Secretaries

h) **RESOLUTION 8**

To re-appoint Mr. S. Sandilya (DIN: 00037542), an Independent Director of the Company to hold office for a term of 5 years or upto the conclusion of twenty fifth Annual General Meeting whichever is earlier.

(i) . Voted **in favour** of resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	199	47	246
Number of votes cast by them	461,38,92,761	6,09,580	461,45,02,341
% of Total Number of valid votes cast	100	100	100

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	17	NIL	17
Number of votes cast by them	10,231	NIL	10,231
% of Total Number of valid votes cast	Negligible	NIL	Negligible

i) **RESOLUTION 9**

To re-appoint Mr. S. Rajagopal (DIN: 00022609), an Independent Director of the Company to hold office for a term of 5 years or upto the conclusion of twenty fifth Annual General Meeting whichever is earlier.

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

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	201	47	248
Number of votes cast by them	461,38,94,061	6,09,580	461,45,03,641
% of Total Number of valid votes cast	100	100	100

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	15	NIL	15
Number of votes cast by them	8,931	NIL	8,931
% of Total Number of valid votes cast	Negligible	NIL	Negligible

j) RESOLUTION 10

To re-appoint Mr. C.R. Muralidharan (DIN: 02443277), an Independent Director of the Company to hold office for a term of 5 years or upto the conclusion of twenty fifth Annual General Meeting whichever is earlier.

(i) Voted in favour of resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	155	47	202
Number of votes cast by them	439,89,84,202	6,09,580	439,95,93,782
% of Total Number of valid votes cast	95.34	100	95.34

(ii) Voted against the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	61	NIL	61
Number of votes cast by them	21,49,18,790	NIL	21,49,18,790
% of Total Number of valid votes cast	4.66	NIL	4.66

k) **RESOLUTION 11**

To approve remuneration payable to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 000065) for the financial year ending March 31, 2017, being Rs.125,000/-.

(i) Voted in favour of resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	208	47	255
Number of votes cast by them	464,37,24,955	6,09,580	464,43,34,535
% of Total Number of valid votes cast	100	100	100

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	10	NIL	10
Number of votes cast by them	58,206	NIL	58,206
% of Total Number of valid votes cast	Negligible	NIL	Negligible

I) RESOLUTION 12

To authorize the Board of Directors, under Section 186 of the Companies Act, 2013 to acquire whether by way of subscription, purchase or otherwise, the securities of any other body corporate including subsidiaries, joint ventures, associates, along with the investments already made in the securities of any other body corporate, upto an aggregate amount of Rs.16,000 Crore.

(i) Voted in favour of resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	157	47	204
Number of votes cast by them	441,44,60,997	6,09,580	441,50,70,577
% of Total Number of valid votes cast	95.06	100	95.06

(ii) Voted against the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	61	NIL	61
Number of votes cast by them	22,93,22,065	NIL	22,93,22,065
% of Total Number of valid votes cast	4.94	NIL	4.94

m) **RESOLUTION 13**

To approve the Material Related Party Transactions entered by the Company for the Financial Year 2015-16 with GMR Energy Limited (GEL), being Loans extended by the Company to GEL to an extent of Rs.1,288.26 Crore.

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

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	166	47	213
Number of votes cast by them	172,37,80,434	6,09,580	172,43,90,014
% of Total Number of valid votes cast	99.60	100	99.60

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	20	NIL	20
Number of votes cast by them	68,60,690	NIL	68,60,690
% of Total Number of valid votes cast	0.40	NIL	0.40

n) **RESOLUTION 14**

To approve issue, offer and allotment of securities of an aggregate amount up to Rs.2,500/- Crore.

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

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	150	47	197
Number of votes cast by them	440,96,59,717	6,09,580	441,02,69,297
% of Total Number of valid votes cast	94.96	100	94.96

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll Voting	Total
Number of Members who voted	67	NIL	67
Number of votes cast by them	23,41,22,544	NIL	23,41,22,544
% of Total Number of valid votes cast	5.04	NIL	5.04

5. The list of Equity shareholders who voted "FOR","AGAINST", "ABSTAINED FROM VOTING" OR "LESS VOTES CAST" has been provided to the company.

6. 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

V. Sreedharan
Partner
F.C.S.-2347 : C.P. No. 833

Bengaluru
September 15, 2016