



September 18, 2024

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001.
Scrip: 543490

National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400051.
Symbol: GMRP&UI

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

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

We would also like to inform that all the items of business forming part of the Notice of 5th Annual General meeting ('AGM') were duly passed by requisite majority by the members through remote e-voting and Insta-Poll conducted during the AGM of the Company held on September 16, 2024.

The Voting Results along with the Scrutinizer's Report is made available on the Company's website at www.gmrpui.com.

This is for your information and records.

For GMR Power and Urban Infra Limited

**VIMAL
PRAKASH**

Digitally signed by VIMAL PRAKASH
DN: cn=P, st=Uttar Pradesh,
2.5.4.20=09e79e5b5973f5d27f524d8f729491be0400c09f4a9aa84fb61df
4038ba80ec2, postalCode=201009, street=D-105 Vijay Nagar Sector-9
Ghaziabad Ghaziabad For New VTC Uttar Pradesh-201009,
pseudoym=38753668cd25734a55c6fbc688f8a46,
serialNumber=eff0d848d16beb189f5160eb398824e02e1ed1656fa386f
8400ee8821874c15, o=Personal, cn=VIMAL PRAKASH
Date: 2024.09.18 16:57:25 +05'30'

**Vimal Prakash
Company Secretary &
Compliance Officer**

Encl: as above

GMR Power & Urban Infra Limited

Corporate Office: New Udaan Bhawan, Opp. Terminal 3, Indira Gandhi International Airport, New Delhi - 110 037
Registered Office: Plot No. C-31, G Block, 701, 7th Floor, Naman Centre, Bandra Kurla Complex (Opp. Dena Bank), Bandra (East), Mumbai - 400 051

CIN L45400MH2019PLC325541 **T** +91 11 42532600 **F** +91 11 47197181 **E** GPUIL.CS@gmrgroup.in **W** www.gmrpui.com

NAME: **GMR POWER AND URBAN INFRA LIMITED**

SLNO	DESCRIPTION					
A	DATE OF AGM		16-09-2024			
B	BOOK CLOSURE DATE		09-09-2024 TO 16-09-2024 (BOTH DAYS INCLUSIVE)			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		371415			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		111			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	37	0	37	316778414	44.31483
	PUBLIC	74	0	74	658057	0.09206
	TOTAL	111	0	111	317436471	44.40689
E	No. of shareholders attended the meeting through Video conferencing 111.					

Note:

The total paid-up share capital of the Company as on September 6, 2024 was Rs. 357,41,80,970/-divided into 714836194 fully paid equity shares of Rs. 5 each. The paid-up capital includes Shares in the Unclaimed Suspense Account on which voting rights are frozen pursuant to Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI thereto and shares held by Investor Education and Protection Fund (IEPF) Authority on which voting rights are frozen pursuant to Rule 6(6) of the IEPF (Accounting, Audit, Transfer and Refund) Rules,2016.

	GMR POWER AND URBAN INFRA LIMITED
Date of the AGM/EGM	16-09-2024
Total number of shareholders on record date	371415
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	37
Public:	74

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	36,12,88,914	36,12,52,164	99.9898	36,12,52,164	0	100.0000	0.0000	0	0
	Poll		36,750	0.0102	36,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,12,88,914	100.0000	36,12,88,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,92,44,592	54,16,652	13.8023	54,16,652	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		54,16,652	13.8023	54,16,652	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	31,43,02,688	9,80,52,528	31.1968	9,80,51,124	1,404	99.9985	0.0014	0	1,08,387
	Poll		11,615	0.0037	11,610	5	99.9569	0.0430	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,80,64,143	31.2005	9,80,62,734	1,409	99.9986	0.0014	0	108387
	Total	71,48,36,194	46,47,69,709	65.0177	46,47,68,300	1,409	99.9997	0.0003	0	108387

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. G M Rao (DIN: 00574243), who retires by rotation and being eligible, offers himself for re-appointment.									
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	36,12,88,914	36,12,52,164	99.9898	36,12,52,164	0	100.0000	0.0000	0	0
	Poll		36,750	0.0102	36,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,12,88,914	100.0000	36,12,88,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,92,44,592	54,16,652	13.8023	51,70,985	2,45,667	95.4645	4.5354	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		54,16,652	13.8023	51,70,985	2,45,667	95.4646	4.5354	0	0
Public- Non Institutions	E-Voting	31,43,02,688	9,80,52,325	31.1968	9,80,49,410	2,915	99.9970	0.0029	0	1,08,590
	Poll		11,615	0.0037	11,610	5	99.9569	0.0430	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,80,63,940	31.2005	9,80,61,020	2,920	99.9970	0.0030	0	108590
	Total	71,48,36,194	46,47,69,506	65.0176	46,45,20,919	2,48,587	99.9465	0.0535	0	108590

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Srinivas Bommidala (DIN:00061464), who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	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	36,12,88,914	36,12,52,164	99.9898	36,12,52,164	0	100.0000	0.0000	0	0
	Poll		36,750	0.0102	36,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,12,88,914	100.0000	36,12,88,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,92,44,592	54,16,652	13.8023	52,24,621	1,92,031	96.4548	3.5451	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		54,16,652	13.8023	52,24,621	1,92,031	96.4548	3.5452	0	0
Public- Non Institutions	E-Voting	31,43,02,688	9,80,52,525	31.1968	9,80,49,511	3,014	99.9969	0.0030	0	1,08,390
	Poll		11,615	0.0037	11,610	5	99.9569	0.0430	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,80,64,140	31.2005	9,80,61,121	3,019	99.9969	0.0031	0	108390
	Total	71,48,36,194	46,47,69,706	65.0177	46,45,74,656	1,95,050	99.9580	0.0420	0	108390

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Srinivas Bommidala (DIN: 00061464) as Managing Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	36,12,88,914	36,12,52,164	99.9898	36,12,52,164	0	100.0000	0.0000	0	0
	Poll		36,750	0.0102	36,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,12,88,914	100.0000	36,12,88,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,92,44,592	54,16,652	13.8023	18,20,037	35,96,615	33.6007	66.3992	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		54,16,652	13.8023	18,20,037	35,96,615	33.6008	66.3992	0	0
Public- Non Institutions	E-Voting	31,43,02,688	9,80,52,525	31.1968	9,80,49,537	2,988	99.9969	0.0030	0	1,08,390
	Poll		11,615	0.0037	11,610	5	99.9569	0.0430	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,80,64,140	31.2005	9,80,61,147	2,993	99.9969	0.0031	0	108390
	Total	71,48,36,194	46,47,69,706	65.0177	46,11,70,098	35,99,608	99.2255	0.7745	0	108390

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Subbarao Gunuputi (DIN: 00064511) as an Executive Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	36,12,88,914	36,12,52,164	99.9898	36,12,52,164	0	100.0000	0.0000	0	0
	Poll		36,750	0.0102	36,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,12,88,914	100.0000	36,12,88,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,92,44,592	54,16,652	13.8023	50,24,290	3,92,362	92.7563	7.2436	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		54,16,652	13.8023	50,24,290	3,92,362	92.7564	7.2436	0	0
Public- Non Institutions	E-Voting	31,43,02,688	9,80,52,525	31.1968	9,80,50,101	2,424	99.9975	0.0024	0	1,08,390
	Poll		11,615	0.0037	11,610	5	99.9569	0.0430	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,80,64,140	31.2005	9,80,61,711	2,429	99.9975	0.0025	0	108390
	Total	71,48,36,194	46,47,69,706	65.0177	46,43,74,915	3,94,791	99.9151	0.0849	0	108390

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Madhva Bhimacharya Terdal (DIN: 05343139) as an Executive Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	36,12,88,914	36,12,52,164	99.9898	36,12,52,164	0	100.0000	0.0000	0	0
	Poll		36,750	0.0102	36,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,12,88,914	100.0000	36,12,88,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,92,44,592	54,16,652	13.8023	51,11,655	3,04,997	94.3692	5.6307	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		54,16,652	13.8023	51,11,655	3,04,997	94.3693	5.6307	0	0
Public- Non Institutions	E-Voting	31,43,02,688	9,80,52,525	31.1968	9,80,50,191	2,334	99.9976	0.0023	0	1,08,390
	Poll		11,615	0.0037	11,610	5	99.9569	0.0430	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,80,64,140	31.2005	9,80,61,801	2,339	99.9976	0.0024	0	108390
	Total	71,48,36,194	46,47,69,706	65.0177	46,44,62,370	3,07,336	99.9339	0.0661	0	108390

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Alteration of Articles of Association of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	36,12,88,914	36,12,52,164	99.9898	36,12,52,164	0	100.0000	0.0000	0	0
	Poll		36,750	0.0102	36,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,12,88,914	100.0000	36,12,88,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,92,44,592	54,16,652	13.8023	54,16,652	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		54,16,652	13.8023	54,16,652	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	31,43,02,688	9,80,52,275	31.1968	9,80,50,546	1,729	99.9982	0.0017	0	1,08,640
	Poll		11,615	0.0037	11,610	5	99.9569	0.0430	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,80,63,890	31.2005	9,80,62,156	1,734	99.9982	0.0018	0	108640
	Total	71,48,36,194	46,47,69,456	65.0176	46,47,67,722	1,734	99.9996	0.0004	0	108640

Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2025.									
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	36,12,88,914	36,12,52,164	99.9898	36,12,52,164	0	100.0000	0.0000	0	0
	Poll		36,750	0.0102	36,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,12,88,914	100.0000	36,12,88,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,92,44,592	54,16,652	13.8023	54,16,652	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		54,16,652	13.8023	54,16,652	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	31,43,02,688	9,80,52,525	31.1968	9,80,49,881	2,644	99.9973	0.0026	0	1,08,390
	Poll		11,615	0.0037	11,610	5	99.9569	0.0430	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,80,64,140	31.2005	9,80,61,491	2,649	99.9973	0.0027	0	108390
	Total	71,48,36,194	46,47,69,706	65.0177	46,47,67,057	2,649	99.9994	0.0006	0	108390

Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for raising of funds through issuance of equity shares and/or other eligible securities through Qualified Institutions Placement and/or Foreign Currency Convertible Bond.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	36,12,88,914	36,12,52,164	99.9898	36,12,52,164	0	100.0000	0.0000	0	0
	Poll		36,750	0.0102	36,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,12,88,914	100.0000	36,12,88,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,92,44,592	54,16,652	13.8023	17,15,371	37,01,281	31.6684	68.3315	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		54,16,652	13.8023	17,15,371	37,01,281	31.6685	68.3315	0	0
Public- Non Institutions	E-Voting	31,43,02,688	9,80,52,965	31.1970	9,80,50,599	2,366	99.9975	0.0024	0	1,07,950
	Poll		11,615	0.0037	11,610	5	99.9569	0.0430	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,80,64,580	31.2007	9,80,62,209	2,371	99.9976	0.0024	0	107950
	Total	71,48,36,194	46,47,70,146	65.0177	46,10,66,494	37,03,652	99.2031	0.7969	0	107950

Resolution No.	10									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for Related Party Transactions between GMR Warora Energy Limited and GMR Energy Trading Limited.									
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	36,12,88,914	0	0.0000	0	0	0.0000	0.0000	0	36,12,52,164
	Poll		26,750	0.0074	26,750	0	100.0000	0.0000	0	10,000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		26,750	0.0074	26,750	0	100.0000	0.0000	0	361262164
Public- Institutions	E-Voting	3,92,44,592	54,16,652	13.8023	54,16,652	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		54,16,652	13.8023	54,16,652	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	31,43,02,688	9,80,52,516	31.1968	9,80,50,161	2,355	99.9975	0.0024	0	1,08,400
	Poll		11,615	0.0037	11,610	5	99.9569	0.0430	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,80,64,131	31.2005	9,80,61,771	2,360	99.9976	0.0024	0	108400
	Total	71,48,36,194	10,35,07,533	14.4799	10,35,05,173	2,360	99.9977	0.0023	0	361370564

**Form No. MGT-13****REPORT OF SCRUTINIZER**

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

To

The Chairperson of the 5th (Fifth) Annual General Meeting ('AGM') of the Equity Shareholders of **"GMR Power and Urban Infra Limited"** held on Monday, September 16, 2024, at 11.00 A.M. (IST) through Video Conferencing (VC).

Dear Sir,

I, Pradeep B Kulkarni, Partner of V Sreedharan and Associates, Company Secretaries, Bengaluru was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in compliance with the General circulars issued by the Ministry of Corporate Affairs ('MCA') and circulars issued by the Securities and Exchange Board of India ('SEBI') for the purpose of:

- (i) Scrutinizing the remote e-voting process; and
- (ii) Scrutinizing the voting done through the electronic voting system ("Instapoll") at the AGM.



Both the above-mentioned voting is done under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the 5th (Fifth) Annual General Meeting of the Equity Shareholders dated August 14, 2024. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the Notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM ("Instapoll").

I submit my report as under:

1. The remote E-Voting period remained open from 9.00 a.m. (IST) Thursday, September 12, 2024, up to 5.00 p.m. (IST) Sunday, September 15, 2024.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those shareholders whose email addresses were registered with the Company / Depository Participant(s) / Depositories pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and Securities and Exchange Board of India ("SEBI") circular nos. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020, SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 dated January 15, 2021, SEBI / HO / CFD / CMD2



/ CIR / P / 2022 / 62 dated May 13, 2022, SEBI / HO / CFD / PoD-2 / P / CIR / 2023 / 4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (Collectively referred to as "Circulars").

3. After the conclusion of the Annual General Meeting, the votes cast through e-voting facility were unblocked on September 16, 2024, at 01:15 p.m. (IST) before two witnesses pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014.
4. After declaration of voting by the Chairperson, the Shareholders present at the AGM through VC voted through e-voting facility i.e., Instapoll provided by KFin Technologies Limited .
5. As per the information given by the Company/ RTA, the names of the Shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Limited had been blocked and only those Members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting during the AGM.
6. Based on the data provided by KFin Technologies Limited on remote e-voting and e-voting at the AGM, the total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:



a) RESOLUTION NO. 1:

To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon. – **Ordinary Resolution**

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	583	11	594
Number of votes cast by them	46,47,19,940	48,360	46,47,68,300
% of total number of valid votes cast	99.9997	99.9897	99.9997

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	11	1	12
Number of votes cast by them	1,404	5	1,409
% of total number of valid votes cast	0.0003	0.0103	0.0003

(iii) **Invalid Votes – NIL**



b) RESOLUTION NO. 2:

To appoint a Director in place of Mr. Grandhi Mallikarjuna Rao (DIN: 00574243), who retires by rotation and being eligible, offers himself for reappointment. – **Ordinary Resolution**

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	566	11	577
Number of votes cast by them	46,44,72,559	48,360	46,45,20,919
% of total number of valid votes cast	99.9465	99.9897	99.9465

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	30	1	31
Number of votes cast by them	2,48,582	5	2,48,587
% of total number of valid votes cast	0.0535	0.0103	0.0535

(iii) **Invalid Votes – NIL**



c) RESOLUTION NO. 3:

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

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	569	11	580
Number of votes cast by them	46,45,26,296	48,360	46,45,74,656
% of total number of valid votes cast	99.9580	99.9897	99.9580

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	27	1	28
Number of votes cast by them	1,95,045	5	1,95,050
% of total number of valid votes cast	0.0420	0.0103	0.0419

(iii) **Invalid Votes – NIL**



d) RESOLUTION NO. 4:

Re-appointment of Mr. Srinivas Bommidala (DIN: 00061464) as Managing Director of the Company. – **Special Resolution**

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	547	11	558
Number of votes cast by them	46,11,21,738	48,360	46,11,70,098
% of total number of valid votes cast	99.2254	99.9897	99.2255

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	50	1	51
Number of votes cast by them	35,99,603	5	35,99,608
% of total number of valid votes cast	0.7746	0.0103	0.7745

(iii) **Invalid Votes – NIL**



e) RESOLUTION NO. 5:

Re-appointment of Mr. Subbarao Gunuputi (DIN: 00064511) as an Executive Director of the Company. – **Special Resolution.**

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	566	11	577
Number of votes cast by them	46,43,26,555	48,360	46,43,74,915
% of total number of valid votes cast	99.9150	99.9897	99.9151

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	30	1	31
Number of votes cast by them	3,94,786	5	3,94,791
% of total number of valid votes cast	0.0850	0.0103	0.0849

(iii) **Invalid Votes – NIL**



f) RESOLUTION NO. 6:

Re-appointment of Mr. Madhva Bhimacharya Terdal (DIN: 05343139) as an Executive Director of the Company. – **Special Resolution**

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	568	11	579
Number of votes cast by them	46,44,14,010	48,360	46,44,62,370
% of total number of valid votes cast	99.9339	99.9897	99.9339

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	28	1	29
Number of votes cast by them	3,07,331	5	3,07,336
% of total number of valid votes cast	0.0661	0.0103	0.0661

(iii) **Invalid Votes – NIL**



g) RESOLUTION NO. 7:

Alteration of Articles of Association of the Company. – **Special Resolution**

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	571	11	582
Number of votes cast by them	46,47,19,362	48,360	46,47,67,722
% of total number of valid votes cast	99.9996	99.9897	99.9996

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	18	1	19
Number of votes cast by them	1,729	5	1,734
% of total number of valid votes cast	0.0004	0.0103	0.0004

(iii) **Invalid Votes – NIL**



h) RESOLUTION NO. 8:

Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2025. – **Ordinary Resolution**

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	578	11	589
Number of votes cast by them	46,47,18,697	48,360	46,47,67,057
% of total number of valid votes cast	99.9994	99.9897	99.9994

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	15	1	16
Number of votes cast by them	2,644	5	2,649
% of total number of valid votes cast	0.0006	0.0103	0.0006

(iii) **Invalid Votes – NIL**



i) RESOLUTION NO. 9:

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

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	549	11	560
Number of votes cast by them	46,10,18,134	48,360	46,10,66,494
% of total number of valid votes cast	99.2031	99.9897	99.2031

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	45	1	46
Number of votes cast by them	37,03,647	5	37,03,652
% of total number of valid votes cast	0.7969	0.0103	0.7969

(iii) **Invalid Votes – NIL**



j) **RESOLUTION NO. 10:**

Approval for Material Related Party Transaction between GMR Warora Energy Limited and GMR Energy Trading Limited. – **Ordinary Resolution**

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	538	10	548
Number of votes cast by them	10,34,66,813	38,360	10,35,05,173
% of total number of valid votes cast	99.9977	99.9870	99.9977

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	18	1	19
Number of votes cast by them	2,355	5	2,360
% of total number of valid votes cast	0.0023	0.0130	0.0023

(iii) **Invalid Votes – NIL**

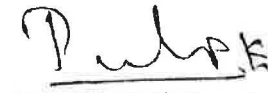


7. A list of Equity Shareholders who voted "FOR" and "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary of the Company.
8. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairperson considers, approves, and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You

Yours faithfully

For V Sreedharan & Associates



(Pradeep B Kulkarni)
Partner

FCS. 7260; CP No. 7835



Counter Signed by

For GMR Power and Urban Infra Limited



(Vimal Prakash)
Company Secretary
ACS. 20876



Date: September 18, 2024

Place: Bengaluru

UDIN: F007260F001240184

Peer Review Certificate no.: 5543/ 2024
