

September 10, 2021

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: Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')

Ref: 25th Annual General Meeting of GMR Infrastructure Limited held on Thursday, September 9, 2021.

This is to inform you that the 25th Annual General Meeting of GMR Infrastructure Limited was held on Thursday, September 9, 2021 through Video Conferencing ('VC') in accordance with the circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. In this regard please find enclosed the following:-

1. Summary of proceedings as required under Regulation 30, Part A of Schedule III of the SEBI LODR as **Annexure A**.
2. Voting results as required under Regulation 44 of the SEBI LODR accompanied with scrutinizer's Report as **Annexure B**.

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

This is for your information and records.

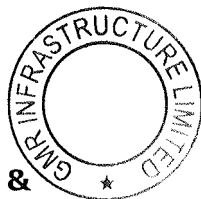
Thanking you,

Yours faithfully,

For GMR Infrastructure Limited



T. Venkat Ramana
Company Secretary &
Compliance Officer



Summary of proceedings of the 25th Annual General Meeting of GMR Infrastructure Limited held on Thursday, September 9, 2021

The 25th Annual General Meeting of the Members of the Company was held on Thursday, September 9, 2021 at 3:00 p.m through Video Conferencing ('VC') in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the requirements and procedures to be followed pursuant to the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India towards conduct of the Annual General Meetings through Video Conference were observed and followed.

Mr. G.M Rao, Chairman, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. The Chairman informed that the Meeting was held through VC in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. The Company Secretary made all necessary announcements and briefed the members on the VC procedures. The Chairman addressed the members and thereafter a detailed presentation was made by the Chief Financial Officer.

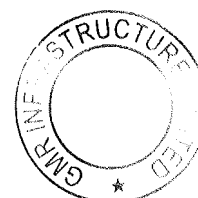
The following items of business as stated in the notice of AGM, were thereafter transacted:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2021, and the Reports of the Board of Directors and Auditors thereon.
2. 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.
3. To appoint a Director in place of Mr. Srinivas Bommidala (DIN: 00061464), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2022.
5. Appointment of Dr. Emandi Sankara Rao (DIN: 05184747) as an Independent Director.
6. Appointment of Dr. Mundayat Ramachandran (DIN: 01573258) as an Independent Director
7. Appointment of Mr. Sadhu Ram Bansal (DIN: 06471984) as an Independent Director.
8. Appointment of Mr. Amarthaluru Subba Rao (DIN:00082313) as an Independent Director



9. Appointment of Ms. Bijal Tushar Ajinkya (DIN: 01976832) as an Independent Director.
10. 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.
11. Re-appointment of Mr. Grandhi Kiran Kumar (DIN: 00061669) as Managing Director of the Company and designated as "Managing Director & CEO" as per terms placed before the Members, including his remuneration.
12. Create charge/mortgage/hypothecation/ pledge on assets/ Investment for the purpose of Borrowings

Being interested in Item Nos. 2, 3 and 11 of the Notice, Mr. G.M Rao stepped down from the Chair for these items and Mr. B.V.N. Rao, Director chaired the Meeting with consent of other Directors.

The Company in compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided members the facility to cast vote electronically from Monday, September 6, 2021 (9.00 a.m. IST) to Wednesday, September 8, 2021 (5.00 p.m. IST) (remote e-voting). Members who were present at the AGM and did not cast their votes through remote e-voting were provided an opportunity to cast their votes at the AGM through e-voting (insta poll).

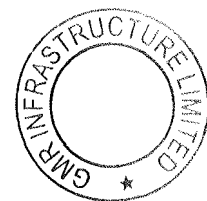
Mr. V. Sreedharan or failing him Mr. Pradeep B. Kulkarni, partners of M/s V. Sreedharan & Associates, Practicing Company Secretary was appointed as the Scrutinizer for remote e-voting, e-voting (insta poll) at the AGM.

The queries raised by the Shareholders at the AGM were answered/clairified by the Chairrman / Directors.

The Chairman informed the members that the Voting results of AGM pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be submitted to the Stock Exchanges within the prescribed time limit and also posted on the Company's website.

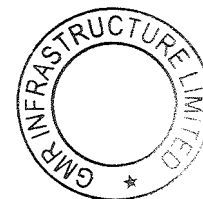
The 25th Annual General Meeting of the Company concluded at 06.12 P.M. and thereafter voting was kept one for further 15 minute.

Based on the Report received from Mr. V. Sreedharan, Scrutinizer the aforesaid business items were approved by requisite majority.



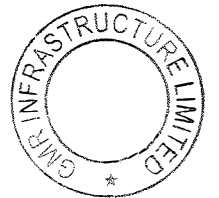
	GMR INFRASTRUCTURE LIMITED
Date of the AGM/EGM	09-09-2021
Total number of shareholders on record date	393924
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	35
Public:	100

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, 2021, 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	3,71,15,69,176	3,70,58,74,826	99.8466	3,70,58,74,826	0	100.0000	0.0000	0	0
	Poll		56,91,020	0.1533	56,91,020	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,15,65,846	99.9999	3,71,15,65,846	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,69,08,60,349	1,32,04,82,412	78.0953	1,11,70,28,257	20,34,54,155	84.5924	15.4075	0	0
	Poll		12,85,04,685	7.6000	12,85,04,685	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,44,89,87,097	85.6953	1,24,55,32,942	20,34,54,155	85.9589	14.0411	0	0
Public- Non Institutions	E-Voting	63,35,15,750	18,81,19,247	29.6945	8,50,22,616	10,30,96,631	45.1961	54.8038	0	745
	Poll		7,25,878	0.1146	7,25,868	10	99.9986	0.0013	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,88,45,125	29.8091	8,57,48,484	10,30,96,641	45.4068	54.5932	0	745
Total	6,03,59,45,275	5,34,93,98,068	88.6257	5,04,28,47,272	30,65,50,796	94.2694	5.7306	0	745	



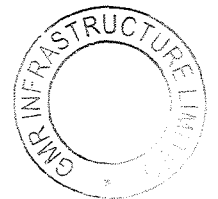
Resolution No.		2									
Resolution required: (Ordinary/ Special)		ORDINARY - To appoint a Director in place of Mr. G.M. Rao (DIN 00574243), who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?		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	3,71,15,69,176	3,70,58,74,826	99.8466	3,70,58,74,826	0	100.0000	0.0000	0	0	
	Poll		56,91,020	0.1533	56,91,020	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		3,71,15,65,846	99.9999	3,71,15,65,846	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	1,69,08,60,349	1,32,04,82,412	78.0953	1,24,81,64,891	7,23,17,521	94.5234	5.4765	0	0	
	Poll		12,85,04,685	7.6000	12,85,04,685	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,44,89,87,097	85.6953	1,37,66,69,576	7,23,17,521	95.0091	4.9909	0	0	
Public- Non Institutions	E-Voting	63,35,15,750	18,81,17,715	29.6942	18,81,03,514	14,201	99.9924	0.0075	0	2,277	
	Poll		7,25,878	0.1146	7,25,878	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		18,88,43,593	29.8088	18,88,29,392	14,201	99.9925	0.0075	0	2,277	
Total	6,03,59,45,275	5,34,93,96,536	88.6257	5,27,70,64,814	7,23,21,722	98.6479	1.3521	0	2,277		

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	3,71,15,69,176	3,70,58,74,826	99.8466	3,70,58,74,826	0	100.0000	0.0000	0	0	
	Poll		56,91,020	0.1533	56,91,020	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		3,71,15,65,846	99.9999	3,71,15,65,846	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	1,69,08,60,349	1,32,04,82,412	78.0953	1,24,83,17,876	7,21,64,536	94.5349	5.4650	0	0	
	Poll		12,85,04,685	7.6000	12,85,04,685	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,44,89,87,097	85.6953	1,37,68,22,561	7,21,64,536	95.0197	4.9803	0	0	
Public- Non Institutions	E-Voting	63,35,15,750	18,81,17,715	29.6942	18,81,00,943	16,772	99.9910	0.0089	0	2,277	
	Poll		7,25,878	0.1146	7,25,878	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		18,88,43,593	29.8088	18,88,26,821	16,772	99.9911	0.0089	0	2,277	
Total	6,03,59,45,275	5,34,93,96,536	88.6257	5,27,72,15,228	7,21,81,308	98.6507	1.3493	0	2,277		



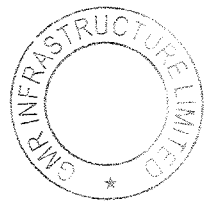
Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2022.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,71,15,69,176	3,70,58,74,826	99.8466	3,70,58,74,826	0	100.0000	0.0000	0	0
	Poll		56,91,020	0.1533	56,91,020	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,15,65,846	99.9999	3,71,15,65,846	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,69,08,60,349	1,32,04,82,412	78.0953	1,32,04,82,412	0	100.0000	0.0000	0	0
	Poll		12,85,04,685	7.6000	12,85,04,685	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,44,89,87,097	85.6953	1,44,89,87,097	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	63,35,15,750	18,81,18,565	29.6944	18,80,66,554	52,011	99.9723	0.0276	0	1,427
	Poll		7,25,878	0.1146	7,25,868	10	99.9986	0.0013	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,88,44,443	29.809	18,87,92,422	52,021	99.9725	0.0275	0	1,427
Total	6,03,59,45,275	5,34,93,97,386	88.6257	5,34,93,45,365	52,021	99.9990	0.0010	0	1,427	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Dr. Emandi Sankara Rao (DIN 05184747) as an Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,71,15,69,176	3,70,58,74,826	99.8466	3,70,58,74,826	0	100.0000	0.0000	0	0
	Poll		56,91,020	0.1533	56,91,020	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,15,65,846	99.9999	3,71,15,65,846	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,69,08,60,349	1,32,04,82,412	78.0953	1,25,73,25,096	6,31,57,316	95.2171	4.7828	0	0
	Poll		12,85,04,685	7.6000	12,85,04,685	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,44,89,87,097	85.6953	1,38,58,29,781	6,31,57,316	95.6413	4.3587	0	0
Public- Non Institutions	E-Voting	63,35,15,750	18,81,18,314	29.6943	18,81,08,152	10,162	99.9945	0.0054	0	1,678
	Poll		7,25,878	0.1146	7,25,868	10	99.9986	0.0013	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,88,44,192	29.8089	18,88,34,020	10,172	99.9946	0.0054	0	1,678
Total	6,03,59,45,275	5,34,93,97,135	88.6257	5,28,62,29,647	6,31,67,488	98.8192	1.1808	0	1,678	



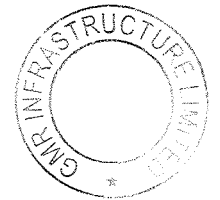
Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Dr. Mundayat Ramachandran (DIN 01573258) as an Independent Director.									
Whether promoter/promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,71,15,69,176	3,70,58,74,826	99.8466	3,70,58,74,826	0	100.0000	0.0000	0	0
	Poll		56,91,020	0.1533	56,91,020	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,15,65,846	99.9999	3,71,15,65,846	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,69,08,60,349	1,32,04,82,412	78.0953	1,25,65,27,627	6,39,54,785	95.1567	4.8432	0	0
	Poll		12,85,04,685	7.6000	12,85,04,685	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,44,89,87,097	85.6953	1,38,50,32,312	6,39,54,785	95.5862	4.4138	0	0
Public- Non Institutions	E-Voting	63,35,15,750	18,81,18,299	29.6943	8,50,19,134	10,30,99,165	45.1945	54.8054	0	1,693
	Poll		7,25,878	0.1146	7,25,868	10	99.9986	0.0013	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,88,44,177	29.8089	8,57,45,002	10,30,99,175	45.4052	54.5948	0	1693
Total	6,03,59,45,275	5,34,93,97,120	88.6257	5,18,23,43,160	16,70,53,960	96.8771	3.1229	0	1693	

Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Sadhu Ram Bansal (DIN 06471984) as an Independent Director.									
Whether promoter/promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,71,15,69,176	3,70,58,74,826	99.8466	3,70,58,74,826	0	100.0000	0.0000	0	0
	Poll		56,91,020	0.1533	56,91,020	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,15,65,846	99.9999	3,71,15,65,846	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,69,08,60,349	1,32,04,82,412	78.0953	1,25,73,25,096	6,31,57,316	95.2171	4.7828	0	0
	Poll		12,85,04,685	7.6000	12,85,04,685	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,44,89,87,097	85.6953	1,38,58,29,781	6,31,57,316	95.6413	4.3587	0	0
Public- Non Institutions	E-Voting	63,35,15,750	18,81,18,314	29.6943	18,81,10,717	7,597	99.9959	0.0040	0	1,678
	Poll		7,25,878	0.1146	7,25,868	10	99.9986	0.0013	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,88,44,192	29.8089	18,88,36,585	7,607	99.9960	0.0040	0	1678
Total	6,03,59,45,275	5,34,93,97,135	88.6257	5,28,62,32,212	6,31,64,923	98.8192	1.1808	0	1678	



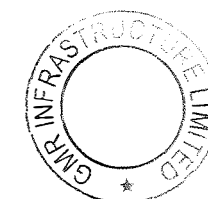
Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Amarthaluru Subba Rao (DIN 00082313) as an Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,71,15,69,176	3,70,58,74,826	99.8466	3,70,58,74,826	0	100.0000	0.0000	0	0
	Poll		56,91,020	0.1533	56,91,020	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,15,65,846	99.9999	3,71,15,65,846	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,69,08,60,349	1,32,04,82,412	78.0953	1,25,73,25,096	6,31,57,316	95.2171	4.7828	0	0
	Poll		12,85,04,685	7.6000	12,85,04,685	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,44,89,87,097	85.6953	1,38,58,29,781	6,31,57,316	95.6413	4.3587	0	0
Public- Non Institutions	E-Voting	63,35,15,750	18,81,18,314	29.6943	18,81,09,537	8,777	99.9953	0.0046	0	1,678
	Poll		7,25,878	0.1146	7,25,868	10	99.9986	0.0013	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,88,44,192	29.8089	18,88,35,405	8,787	99.9953	0.0047	0	1,678
Total	6,03,59,45,275	5,34,93,97,135	88.6257	5,28,62,31,032	6,31,66,103	98.8192	1.1808	0	1,678	

Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Ms. Bijal Tushar Ajinkya (DIN 01976832) as an Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,71,15,69,176	3,70,58,74,826	99.8466	3,70,58,74,826	0	100.0000	0.0000	0	0
	Poll		56,91,020	0.1533	56,91,020	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,15,65,846	99.9999	3,71,15,65,846	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,69,08,60,349	1,32,04,82,412	78.0953	1,25,73,25,096	6,31,57,316	95.2171	4.7828	0	0
	Poll		12,85,04,685	7.6000	12,85,04,685	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,44,89,87,097	85.6953	1,38,58,29,781	6,31,57,316	95.6413	4.3587	0	0
Public- Non Institutions	E-Voting	63,35,15,750	18,81,16,299	29.6940	18,81,06,439	9,860	99.9947	0.0052	0	3,693
	Poll		7,25,878	0.1146	7,25,868	10	99.9986	0.0013	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,88,42,177	29.8086	18,88,32,307	9,870	99.9948	0.0052	0	3,693
Total	6,03,59,45,275	5,34,93,95,120	88.6256	5,28,62,27,934	6,31,67,186	98.8192	1.1808	0	3,693	

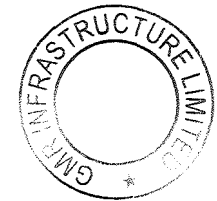


Resolution No.		10									
Resolution required: (Ordinary/ Special)		SPECIAL - Approval for raising of funds through issuance of equity shares and/or other eligible securities through Qualified Institutions Placement and/or Foreign Currency Convertible Bond.									
Whether promoter/ promoter group 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	3,71,15,69,176	3,70,58,74,826	99.8466	3,70,58,74,826	0	100.0000	0.0000	0	0	
	Poll		56,91,020	0.1533	56,91,020	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		3,71,15,65,846	99.9999	3,71,15,65,846	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	1,69,08,60,349	1,32,04,82,412	78.0953	1,05,42,90,592	26,61,91,820	79.8413	20.1586	0	0	
	Poll		12,85,04,685	7.6000	12,85,04,685	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,44,89,87,097	85.6953	1,18,27,95,277	26,61,91,820	81.6291	18.3709	0	0	
Public- Non Institutions	E-Voting	63,35,15,750	18,81,18,537	29.6944	18,80,39,904	78,633	99.9582	0.0417	0	1,375	
	Poll		7,25,878	0.1146	7,25,868	10	99.9986	0.0013	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		18,88,44,415	29.809	18,87,65,772	78,643	99.9584	0.0416	0	1375	
Total	6,03,59,45,275	5,34,93,97,358	88.6257	5,08,31,26,895	26,62,70,463	95.0224	4.9776	0	1375		

Resolution No.		11									
Resolution required: (Ordinary/ Special)		SPECIAL - Re-appointment of Mr. Grandhi Kiran Kumar (DIN 00061669) as Managing Director of the Company and designated as "Managing Director and CEO									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	3,71,15,69,176	3,70,58,74,826	99.8466	3,70,58,74,826	0	100.0000	0.0000	0	0	
	Poll		56,91,020	0.1533	56,91,020	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		3,71,15,65,846	99.9999	3,71,15,65,846	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	1,69,08,60,349	1,32,04,82,412	78.0953	1,16,60,53,204	15,44,29,208	88.3050	11.6949	0	0	
	Poll		12,85,04,685	7.6000	12,85,04,685	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,44,89,87,097	85.6953	1,29,45,57,889	15,44,29,208	89.3423	10.6577	0	0	
Public- Non Institutions	E-Voting	63,35,15,750	18,81,18,767	29.6944	8,50,20,368	10,30,98,399	45.1950	54.8049	0	1,225	
	Poll		7,25,878	0.1146	7,25,868	10	99.9986	0.0013	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		18,88,44,645	29.809	8,57,46,236	10,30,98,409	45.4057	54.5943	0	1225	
Total	6,03,59,45,275	5,34,93,97,588	88.6257	5,09,18,69,971	25,75,27,617	95.1859	4.8141	0	1225		



Resolution No.	12									
Resolution required: (Ordinary/Special)	SPECIAL - Create charge/mortgage/hypothecation/ pledge on assets/ Investment for the purpose of Borrowings									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,71,15,69,176	3,70,58,74,826	99.8466	3,70,58,74,826	0	100.0000	0.0000	0	0
	Poll		56,91,020	0.1533	56,91,020	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,71,15,65,846	99.9999	3,71,15,65,846	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,69,08,60,349	1,32,04,82,412	78.0953	1,16,43,81,340	15,61,01,072	88.1784	11.8215	0	0
	Poll		12,85,04,685	7.6000	12,85,04,685	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,44,89,87,097	85.6953	1,29,28,86,025	15,61,01,072	89.2269	10.7731	0	0
Public- Non Institutions	E-Voting	63,35,15,750	18,81,16,567	29.6941	18,80,43,123	73,444	99.9609	0.0390	0	925
	Poll		7,25,878	0.1146	7,25,868	10	99.9986	0.0013	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,88,42,445	29.8087	18,87,68,991	73,454	99.9611	0.0389	0	925
Total	6,03,59,45,275	5,34,93,95,338	38.6256	5,19,32,20,862	15,61,74,526	97.0805	2.9195	0	925	





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 Chairman of the Twenty Fifth Annual General Meeting (AGM) of the members
of “GMR Infrastructure Limited” held on Thursday, September 09, 2021, at 3.00
PM through Video Conferencing (VC).

Sir,

I, V. Sreedharan, 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, for the purpose of:

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

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 Video Conferencing (“VC”) and voting by electronic means for the resolutions contained in the Notice of the Twenty Fifth Annual General Meeting of the members dated August 13, 2021. 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” for the resolutions stated in the notice of the AGM, based on the report generated from the e-voting system provided by 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”).

We submit our report as under:

1. The remote E-Voting period remained open from Monday, September 06, 2021 at 9.00 a.m. IST up to Wednesday, September 08, 2021 at 5.00 p.m. IST (both days inclusive).
2. The Annual Report, the Notice of Annual General Meeting including e-voting instructions were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to the 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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 02/2021 dated January 13, 2021 and Securities and Exchange Board of India (“SEBI”) circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.
3. The voting rights were reckoned as on Thursday, September 02, 2021, being the Cut-off date for the purpose of deciding the entitlement of members at the remote e-voting.

4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on September 09, 2021, at 6.28 P.M. in the presence of two witnesses.

5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by KFin Technologies Private Limited.

6. As per the information given by the Company / Registrar and Share Transfer Agent (RTA), the names of the shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Private 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 system during the AGM.

7. Based on the data provided by KFin Technologies Private Limited e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

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a) **RESOLUTION 1 - Ordinary Resolution**

To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2021, and the Reports of the Board of Directors and Auditors thereon.

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

Particulars	Remote E-voting	E-Voting at the AGM (instapoll)	Total
Number of Members voting	469	25	494
Number of votes cast by them	490,79,25,699	13,49,21,573	504,28,47,272
% of Total Number of valid votes cast	94.12	100	94.27

(ii) **Voted against the resolution**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	80	1	81
Number of votes cast by them	30,65,50,786	10	30,65,50,796
% of Total Number of valid votes cast	5.88	NIL	5.73

(iii) **Invalid Votes - NIL**

b) RESOLUTION 2 - Ordinary Resolution

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.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	511	26	537
Number of votes cast by them	514,21,43,231	13,49,21,583	527,70,64,814
% of Total Number of valid votes cast	98.61	100	98.65

(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	34	NIL	34
Number of votes cast by them	7,23,31,722	NIL	7,23,31,722
% of Total Number of valid votes cast	1.39	NIL	1.35

(iii) Invalid Votes - NIL

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c) **RESOLUTION 3 - Ordinary Resolution**

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

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

Particulars	Remote E-voting	F-Voting at the AGM (instapoll)	Total
Number of Members voting	512	26	538
Number of votes cast by them	514,22,93,645	13,49,21,583	527,72,15,228
% of Total Number of valid votes cast	98.62	100	98.65

(ii) **Voted against the resolution**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	33	NIL	33
Number of votes cast by them	7,21,81,308	NIL	7,21,81,308
% of Total Number of valid votes cast	1.38	NIL	1.35

(iii) **Invalid Votes - NIL**

d) **RESOLUTION 4 - Ordinary Resolution**

Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2022.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	522	25	547
Number of votes cast by them	521,44,23,792	13,49,21,573	534,93,45,365
% of Total Number of valid votes cast	100	100	100

(ii) **Voted against the resolution**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	23	1	24
Number of votes cast by them	52,011	10	52,021
% of Total Number of valid votes cast	NIL	NIL	NIL

(iii) **Invalid Votes - NIL**

e) RESOLUTION 5 -Ordinary Resolution

Appointment of Dr. Emandi Sankara Rao (DIN:05184747) as an Independent Director.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	518	25	543
Number of votes cast by them	515,13,08,074	13,49,21,573	528,62,29,647
% of Total Number of valid votes cast	98.79	100	98.82

(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	26	1	27
Number of votes cast by them	6,31,67,478	10	6,31,67,488
% of Total Number of valid votes cast	1.21	NIL	1.18

(iii) Invalid Votes - NIL

f) **RESOLUTION 6 -Ordinary Resolution**

Appointment of Dr. Mundayat Ramachandran (DIN:01573258) as an Independent Director.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	511	25	536
Number of votes cast by them	504,74,21,587	13,49,21,573	518,23,43,160
% of Total Number of valid votes cast	96.80	100	96.88

(ii) **Voted against the resolution**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	32	1	33
Number of votes cast by them	16,70,53,950	10	16,70,53,960
% of Total Number of valid votes cast	3.20	NIL	3.12

(iii) **Invalid Votes - NIL**

g) **RESOLUTION 7 -Ordinary Resolution**

Appointment of Mr. Sadhu Ram Bansal (DIN:06471984) as an Independent Director.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	516	25	541
Number of votes cast by them	515,13,10,639	13,49,21,573	528,62,32,212
% of Total Number of valid votes cast	98.79	100	98.82

(ii) **Voted against the resolution**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	28	1	29
Number of votes cast by them	6,31,64,913	10	6,31,64,923
% of Total Number of valid votes cast	1.21	NIL	1.18

(iii) **Invalid Votes - NIL**

h) RESOLUTION 8 -Ordinary Resolution

Appointment of Mr. Amarthaluru Subba Rao (DIN:00082313) as an Independent Director.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	517	25	542
Number of votes cast by them	515,13,09,459	13,49,21,573	528,62,31,032
% of Total Number of valid votes cast	98.79	100	98.82

(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	27	1	28
Number of votes cast by them	6,31,66,093	10	6,31,66,103
% of Total Number of valid votes cast	1.21	NIL	1.18

(iii) Invalid Votes - NIL

VISHWANATHAN
SREEDHARAN

i) **RESOLUTION 9 -Ordinary Resolution**

Appointment of Ms. Bijal Tushar Ajinkya (DIN:01976832) as an Independent Director.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	516	25	541
Number of votes cast by them	515,13,06,361	13,49,21,573	528,62,27,934
% of Total Number of valid votes cast	98.79	100	98.82

(ii) **Voted against the resolution**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	26	1	27
Number of votes cast by them	6,31,67,176	10	6,31,67,186
% of Total Number of valid votes cast	1.21	NIL	1.18

(iii) **Invalid Votes - NIL**

VISHWANATHAN
SREEDHARAN

j) **RESOLUTION 10 - Special Resolution**

Approval for raising for funds through issuance of equity shares and/or other eligible securities through Qualified Institutional Placement and/or Foreign Currency Convertible Bond.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	448	25	473
Number of votes cast by them	494,82,05,322	13,49,21,573	508,31,26,895
% of Total Number of valid votes cast	94.90	100	95.02

(ii) **Voted against the resolution**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	100	1	101
Number of votes cast by them	26,62,70,453	10	26,62,70,463
% of Total Number of valid votes cast	5.10	NIL	4.98

(iii) **Invalid Votes - NIL**

k) RESOLUTION 11 - Special Resolution

Re-appointment of Mr. Grandhi Kiran Kumar (DIN:00061669) as Managing Director of the Company and designated as “Managing Director & CEO.”

(i) Voted in favour of Resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	454	25	479
Number of votes cast by them	495,69,48,398	13,49,21,573	509,18,69,971
% of Total Number of valid votes cast	95.06	100	95.19

(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	93	1	94
Number of votes cast by them	25,75,27,607	10	25,75,27,617
% of Total Number of valid votes cast	4.94	NIL	4.81

(iii) Invalid Votes - NIL

I) RESOLUTION 12 - Special Resolution

Create charge/mortgage/hypothecation/ pledge on assets/ Investment for the purpose of borrowings.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	433	25	458
Number of votes cast by them	505,82,99,289	13,49,21,573	519,32,20,862
% of Total Number of valid votes cast	97.00	100	97.08

(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	116	1	117
Number of votes cast by them	15,61,74,516	10	15,61,74,526
% of Total Number of valid votes cast	3.00	NIL	2.92

(iii) Invalid Votes - NIL

8. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.
9. 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

VISHWANATH
AN
SREEDHARAN

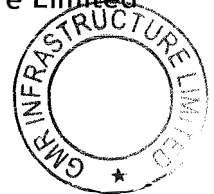
(V SREEDHARAN)
Partner
FCS 2347; CP No. 833

counter signed by

For GMR Infrastructure Limited



(T. Venkat Ramana)
Company Secretary
ACS-13979



September 10, 2021

Bengaluru

UDIN number: F002347C000930945