



September 19, 2023

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 4<sup>th</sup> 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 18, 2023.

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

This is for your information and records.

**For GMR Power and Urban Infra Limited**

**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	<b>18-09-2023</b>		
B	RECORD DATE	<b>11-09-2023</b>		
C	BOOK CLOSURE DATE	<b>11-09-2023 TO 18-09-2023 (BOTH DAYS INCLUSIVE)</b>		
D	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE	<b>358133</b>		
E	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	<b>Not Applicable</b>		
F	No. of shareholders attended the meeting through Video conferencing	<b>101</b>		
	SHAREHOLDERS	MEMBERS PRESENT	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	<b>36</b>	<b>361106914</b>	<b>59.82607</b>
	PUBLIC	<b>65</b>	<b>136096</b>	<b>0.02255</b>
	TOTAL	<b>101</b>	<b>361243010</b>	<b>59.84862</b>

**Note:**

The total paid-up share capital of the Company as on September 11, 2023 was Rs. 301,79,72,640/- divided into 60,35,94,528 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	18-09-2023
Total number of shareholders on record date	358133
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:	36
Public:	65

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, 2023, 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	36,11,16,914	36,11,16,748	100.0000	36,11,16,748	0	100.0000	0.0000	0	0
	Poll		166	0.0000	166	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,11,16,914	100.0000	36,11,16,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	10,67,66,686	6,93,28,930	64.9350	6,75,95,824	17,33,106	97.5001	2.4998	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		6,93,28,930	64.935	6,75,95,824	17,33,106	97.5002	2.4998	0	0
Public- Non Institutions	E-Voting	13,57,10,928	1,84,076	0.1356	1,83,905	171	99.9071	0.0928	0	266
	Poll		1,946	0.0014	1,946	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,86,022	0.137	1,85,851	171	99.9081	0.0919	0	266
Total		60,35,94,528	43,06,31,866	71.3446	42,88,98,589	17,33,277	99.5975	0.4025	0	266

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Grandhi Kiran Kumar (DIN: 00061669), who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	36,11,16,914	36,11,16,748	100.0000	36,11,16,748	0	100.0000	0.0000	0	0
	Poll		166	0.0000	166	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,11,16,914	100.0000	36,11,16,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	10,67,66,686	6,93,28,930	64.9350	6,93,28,930	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		6,93,28,930	64.935	6,93,28,930	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	13,57,10,928	1,83,739	0.1354	1,81,114	2,625	98.5713	1.4286	0	610
	Poll		1,946	0.0014	1,946	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,85,685	0.1368	1,83,060	2,625	98.5863	1.4137	0	610
Total		60,35,94,528	43,06,31,529	71.3445	43,06,28,904	2,625	99.9994	0.0006	0	610

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Boda Venkata Nageswara Rao (DIN: 00051167), 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	36,11,16,914	36,11,16,748	100.0000	36,11,16,748	0	100.0000	0.0000	0	0
	Poll		166	0.0000	166	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,11,16,914	100.0000	36,11,16,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	10,67,66,686	6,93,28,930	64.9350	6,90,90,464	2,38,466	99.6560	0.3439	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		6,93,28,930	64.935	6,90,90,464	2,38,466	99.6560	0.3440	0	0
Public- Non Institutions	E-Voting	13,57,10,928	1,83,737	0.1354	1,81,113	2,624	98.5718	1.4281	0	610
	Poll		1,946	0.0014	1,946	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,85,683	0.1368	1,83,059	2,624	98.5868	1.4132	0	610
Total		60,35,94,528	43,06,31,527	71.3445	43,03,90,437	2,41,090	99.9440	0.0560	0	610

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Shantanu Ghosh (DIN: 00041435) 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	36,11,16,914	36,11,16,748	100.0000	36,11,16,748	0	100.0000	0.0000	0	0
	Poll		166	0.0000	166	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>36,11,16,914</b>	<b>100.0000</b>	<b>36,11,16,914</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	10,67,66,686	6,93,28,930	64.9350	6,93,28,930	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
	<b>Total</b>		<b>6,93,28,930</b>	<b>64.935</b>	<b>6,93,28,930</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	13,57,10,928	1,83,732	0.1354	1,83,319	413	99.7752	0.2247	0	610
	Poll		1,946	0.0014	1,946	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,85,678</b>	<b>0.1368</b>	<b>1,85,265</b>	<b>413</b>	<b>99.7776</b>	<b>0.2224</b>	<b>0</b>	<b>610</b>
<b>Total</b>		<b>60,35,94,528</b>	<b>43,06,31,522</b>	<b>71.3445</b>	<b>43,06,31,109</b>	<b>413</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>	<b>610</b>

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Dr. Fareed Ahmed (DIN: 09698462) 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	36,11,16,914	36,11,16,748	100.0000	36,11,16,748	0	100.0000	0.0000	0	0
	Poll		166	0.0000	166	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>36,11,16,914</b>	<b>100.0000</b>	<b>36,11,16,914</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	10,67,66,686	6,93,28,930	64.9350	6,93,28,930	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
	<b>Total</b>		<b>6,93,28,930</b>	<b>64.935</b>	<b>6,93,28,930</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	13,57,10,928	1,83,726	0.1354	1,82,718	1,008	99.4513	0.5486	0	606
	Poll		1,946	0.0014	1,946	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,85,672</b>	<b>0.1368</b>	<b>1,84,664</b>	<b>1,008</b>	<b>99.4571</b>	<b>0.5429</b>	<b>0</b>	<b>606</b>
<b>Total</b>	<b>60,35,94,528</b>	<b>43,06,31,516</b>	<b>71.3445</b>	<b>43,06,30,508</b>	<b>1,008</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>	<b>606</b>	

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mrs. Suman Naresh Sabnani (DIN:10223343) 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	36,11,16,914	36,11,16,748	100.0000	36,11,16,748	0	100.0000	0.0000	0	0
	Poll		166	0.0000	166	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,11,16,914	100.0000	36,11,16,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	10,67,66,686	6,93,28,930	64.9350	6,93,28,930	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		6,93,28,930	64.935	6,93,28,930	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	13,57,10,928	1,83,504	0.1352	1,83,137	367	99.8000	0.1999	0	661
	Poll		1,946	0.0014	1,946	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,85,450	0.1366	1,85,083	367	99.8021	0.1979	0	661
Total		60,35,94,528	43,06,31,294	71.3445	43,06,30,927	367	99.9999	0.0001	0	661



Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2024.									
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	36,11,16,914	36,11,16,748	100.0000	36,11,16,748	0	100.0000	0.0000	0	0
	Poll		166	0.0000	166	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>36,11,16,914</b>	<b>100.0000</b>	<b>36,11,16,914</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	10,67,66,686	6,93,28,930	64.9350	6,93,28,930	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
	<b>Total</b>		<b>6,93,28,930</b>	<b>64.935</b>	<b>6,93,28,930</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	13,57,10,928	1,84,074	0.1356	1,83,642	432	99.7653	0.2346	0	270
	Poll		1,946	0.0014	1,946	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,86,020</b>	<b>0.137</b>	<b>1,85,588</b>	<b>432</b>	<b>99.7678</b>	<b>0.2322</b>	<b>0</b>	<b>270</b>
<b>Total</b>		<b>60,35,94,528</b>	<b>43,06,31,864</b>	<b>71.3446</b>	<b>43,06,31,432</b>	<b>432</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>	<b>270</b>

Resolution No.	8									
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	36,11,16,914	36,11,16,748	100.0000	36,11,16,748	0	100.0000	0.0000	0	0
	Poll		166	0.0000	166	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>36,11,16,914</b>	<b>100.0000</b>	<b>36,11,16,914</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	10,67,66,686	6,93,28,930	64.9350	6,75,95,824	17,33,106	97.5001	2.4998	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
	<b>Total</b>		<b>6,93,28,930</b>	<b>64.935</b>	<b>6,75,95,824</b>	<b>17,33,106</b>	<b>97.5002</b>	<b>2.4998</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	13,57,10,928	1,84,038	0.1356	1,81,782	2,256	98.7741	1.2258	0	306
	Poll		1,946	0.0014	1,946	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,85,984</b>	<b>0.137</b>	<b>1,83,728</b>	<b>2,256</b>	<b>98.7870</b>	<b>1.2130</b>	<b>0</b>	<b>306</b>
<b>Total</b>		<b>60,35,94,528</b>	<b>43,06,31,828</b>	<b>71.3446</b>	<b>42,88,96,466</b>	<b>17,35,362</b>	<b>99.5970</b>	<b>0.4030</b>	<b>0</b>	<b>306</b>

Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for Material Related Party Transaction(s) with the GIL-SIL JV									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	36,11,16,914	0	0.0000	0	0	0.0000	0.0000	0	36,11,16,748
	Poll		0	0.0000	0	0	0.0000	0.0000	0	166
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	361116914
Public- Institutions	E-Voting	10,67,66,686	6,93,28,930	64.9350	6,93,28,930	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		6,93,28,930	64.935	6,93,28,930	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	13,57,10,928	1,83,668	0.1353	1,81,307	2,361	98.7145	1.2854	0	674
	Poll		1,946	0.0014	1,946	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,85,614	0.1367	1,83,253	2,361	98.7280	1.2720	0	674
Total		60,35,94,528	6,95,14,544	11.5168	6,95,12,183	2,361	99.9966	0.0034	0	361117588

Resolution No.	10									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for shifting of the registered office of the Company from the State of Maharashtra to the State of Haryana and consequent alteration in the Memorandum 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	36,11,16,914	36,11,16,748	100.0000	36,11,16,748	0	100.0000	0.0000	0	0
	Poll		166	0.0000	166	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>36,11,16,914</b>	<b>100.0000</b>	<b>36,11,16,914</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	10,67,66,686	6,93,28,930	64.9350	6,93,28,930	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
	<b>Total</b>		<b>6,93,28,930</b>	<b>64.935</b>	<b>6,93,28,930</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	13,57,10,928	1,83,677	0.1353	1,82,933	744	99.5949	0.4050	0	660
	Poll		1,946	0.0014	1,946	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,85,623</b>	<b>0.1367</b>	<b>1,84,879</b>	<b>744</b>	<b>99.5992</b>	<b>0.4008</b>	<b>0</b>	<b>660</b>
<b>Total</b>		<b>60,35,94,528</b>	<b>43,06,31,467</b>	<b>71.3445</b>	<b>43,06,30,723</b>	<b>744</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>	<b>660</b>

# V SREEDHARAN AND ASSOCIATES

Company Secretaries

Plot No. 293, # 201, 2nd Floor, 10th Main Road,  
3rd Block, Jayanagar, Bengaluru - 560 011  
☎ + 91 80 49594533 ✉ compliance@sreedharancs.com



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 Fourth Annual General Meeting (AGM) of the members of  
“GMR POWER AND URBAN INFRA LIMITED” held on Monday, September 18, 2023  
at 11:00 A.M. (IST) through Video Conferencing (VC).

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.
- (ii) Voting through 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 Fourth Annual General Meeting of the members dated August 09, 2023. 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").

**We submit our report as under:**

1. The remote E-Voting period remained open from Thursday, September 14, 2023, at 9.00 a.m. up to Sunday, September 17, 2023 at 5.00.p.m. IST (both days inclusive)
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 Members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to the General Circular No. 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 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs read with 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 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (Collectively referred to as "Circulars").



3. The voting rights were reckoned as on Monday, September 11, 2023, being the Cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through e-voting were unblocked on September 18, 2023, at 1.13 P.M.(IST).
5. After declaration of voting by the Chairman, the Shareholders present at the AGM through VC voted through e-voting facility i.e., instapoll provided by KFin Technologies Limited.
6. 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 system during the AGM.
7. Based on the data provided by KFin Technologies 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:



a) **RESOLUTION No. 1: ORDINARY BUSINESS**

To consider and adopt the Audited Standalone Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023 and the Reports of Board of Directors and the Auditors thereon:

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	549	5	554
Number of votes cast by them	42,88,96,477	2,112	42,88,98,589
% of total number of valid votes cast	99.60	100	99.60

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	18	0	18
Number of votes cast by them	17,33,277	0	17,33,277
% of total number of valid votes cast	0.40	0	0.40

(iii) **Invalid Votes - NIL**





b) **RESOLUTION No. 2: ORDINARY BUSINESS**

To appoint a Director in place of Mr. Grandhi Kiran Kumar (DIN: 00061669), 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	540	5	545
Number of votes cast by them	43,06,26,792	2,112	43,06,28,904
% 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	25	0	25
Number of votes cast by them	2,625	0	2,625
% of total number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL



c) **RESOLUTION No. 3: ORDINARY BUSINESS**

To appoint a Director in place of Mr. Boda Venkata Nageswara Rao (DIN: 00051167), 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	537	5	542
Number of votes cast by them	43,03,88,325	2,112	43,03,90,437
% of total number of valid votes cast	99.94	100	99.94

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	28	0	28
Number of votes cast by them	2,41,090	0	2,41,090
% of total number of valid votes cast	0.06	0	0.06

(iii) Invalid Votes - NIL



d) **RESOLUTION No. 4: SPECIAL BUSINESS**

Appointment of Mr. Shantanu Ghosh (DIN: 00041435) as an Independent Director - Special Resolution.

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	547	5	552
Number of votes cast by them	43,06,28,997	2,112	43,06,31,109
% 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	18	0	18
Number of votes cast by them	413	0	413
% of total number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL



e) **RESOLUTION No. 5: SPECIAL BUSINESS**

Appointment of Dr. Fareed Ahmed (DIN: 09698462) as an Independent Director - Special Resolution.

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	543	5	548
Number of votes cast by them	43,06,28,396	2,112	43,06,30,508
% 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	0	23
Number of votes cast by them	1,008	0	1,008
% of total number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL



**f) RESOLUTION No. 6: SPECIAL BUSINESS**

Appointment of Ms. Suman Naresh Sabnani (DIN: 10223343) as an Independent Director - Special Resolution.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	548	5	553
Number of votes cast by them	43,06,28,815	2,112	43,06,30,927
% 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	17	0	17
Number of votes cast by them	367	0	367
% of total number of valid votes cast	0	0	0

**(iii) Invalid Votes - NIL**



**g) RESOLUTION No. 7: SPECIAL BUSINESS**

Ratification of remuneration to Cost Auditors of the company for the Financial Year ended March 31, 2024 - Ordinary Resolution.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	546	5	551
Number of votes cast by them	43,06,29,320	2,112	43,06,31,432
% 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	20	0	20
Number of votes cast by them	432	0	432
% of total number of valid votes cast	0	0	0

**(iii) Invalid Votes - NIL**



**h) RESOLUTION No. 8: SPECIAL BUSINESS**

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

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	537	5	542
Number of votes cast by them	42,88,94,354	2,112	42,88,96,466
% of total number of valid votes cast	99.60	100	99.60

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	31	0	31
Number of votes cast by them	17,35,362	0	17,35,362
% of total number of valid votes cast	0.40	0	0.40

**(iii) Invalid Votes - NIL**



i) **RESOLUTION No. 9: SPECIAL BUSINESS**

Approval for Material Related Party Transaction with the GIL-SIL JV.  
**Ordinary Resolution**

(I) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	509	4	513
Number of votes cast by them	6,95,10,237	1,946	6,95,12,183
% 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	19	0	19
Number of votes cast by them	2,361	0	2,361
% of total number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL





j) **RESOLUTION No. 10: SPECIAL BUSINESS**

Approval for shifting of the registered office of the Company from the State of Maharashtra to the State of Haryana and consequent alteration in the Memorandum 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 voting	546	5	551
Number of votes cast by them	43,06,28,611	2,112	43,06,30,723
% 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	18	0	18
Number of votes cast by them	744	0	744
% of total number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL

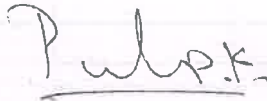


8. A list of Equity shareholders who voted "FOR" and "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.
9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall 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



(Pradeep B. Kulkarni)  
Partner  
FCS 7260; CP No. 7835



For GMR Power And Urban Infra Ltd.

  
Vimal Prakash  
Company Secretary

Bengaluru

Date: 18<sup>th</sup> September, 2023.

UDIN: F007260E001029809

Peer Review Certificate No: 589/2019