

September 29, 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 Sir(s),

Sub: Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI LODR").

Ref: Proceedings of Hon'ble National Company Law Tribunal, Mumbai Bench, convened separate meetings of the Secured Creditors and Equity Shareholders of GMR Infrastructure Limited held on Wednesday, September 29, 2021 through Video Conferencing/other audio visual means ("VC/OAVM").

We are submitting herewith following proceedings of the separate meetings of the Secured Creditors and Equity Shareholders ("Meetings") of the Company which were held on Wednesday, 29th September, 2021 at 11:00 a.m. IST and 03:00 p.m. IST respectively, pursuant to the order of Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), pronounced on August 25, 2021 for the purpose of considering and approving the Composite Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited, GMR Infrastructure Limited and GMR Power and Urban Infra Limited and their respective Shareholders pursuant to the provisions Sections 230 to 232, Section 66 and other relevant provisions of the Act, 2013 ("**Scheme**"):

- i. NCLT convened Meeting of Secured Creditors at 11:00 a.m. (Annexure-A)
- ii. NCLT convened Meeting of Equity Shareholders at 03:00 p.m. (Annexure-B)

Voting results as required under Regulation 44 of the SEBI LODR accompanied with Scrutinizer's Report of Meetings of Secured Creditors and Equity Shareholders are attached as **Annexure C and D** respectively.

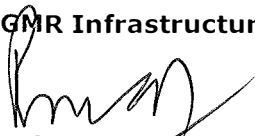
The Voting Results along with the Scrutinizer's Report are also made available on the Company's website at www.gmrgroup.in.

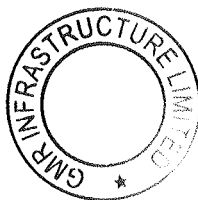
This is for your information and records.

Thanking you,

Yours faithfully,

For GMR Infrastructure Limited


T. Venkat Ramana
Company Secretary &
Compliance Officer



Encl: as above

Annexure A**SUMMARY OF THE PROCEEDINGS OF THE MEETING OF SECURED CREDITORS OF GMR INFRASTRUCTURE LIMITED HELD ON WEDNESDAY, SEPTEMBER 29, 2021 AT 11.00 A.M PURSUANT TO ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH, PRONOUNCED ON AUGUST 25, 2021, THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS ("VC/OAVM") .**

Pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), pronounced on August 25, 2021 ("Order"), the meeting of secured creditors of GMR Infrastructure Limited ("Meeting") was duly convened and held on Wednesday, the September 29, 2021, at 11:00 a.m. through VC/ OAVM, for the purpose of considering and approving the Composite Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited, GMR Infrastructure Limited and GMR Power and Urban Infra Limited and their respective Shareholders, pursuant to the provisions Sections 230 to 232, Section 66 and other relevant provisions of the Act, 2013 ("**Scheme**").

All the requirements and procedures to be followed pursuant to the Order(s), circular(s) issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") towards conduct of the Hon'ble NCLT convened meeting through VC/ OAVM were observed and followed.

Mr. G.M Rao, Chairman of the Company and Chairperson appointed by the Hon'ble NCLT, chaired the meeting. Mr. Grandhi Kiran Kumar, Managing Director and & CEO of the Company, appointed as an Alternate Chairperson by the Hon'ble NCLT also attended the meeting through VC/ OAVM. The requisite quorum being present, the Chairman called the meeting to order. The Chairman informed that the meeting was being convened through VC/OAVM in terms of the order of Hon'ble NCLT in Company Application No.CA(CAA) 109/MB/2021, read with various MCA Circulars and Circulars Issued by SEBI. The Company Secretary made all necessary announcements and briefed the Secured Creditors on the VC procedures.

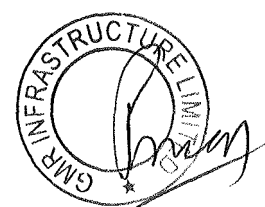
Mr. V. Sreedharan (Membership No. FCS 2347 and CP No. 833), Practising Company Secretary, scrutinizer appointed by the Hon'ble NCLT also attended the meeting through VC/ OAVM.

The Notice dated August 28, 2021 convening the meeting containing draft resolution, explanatory statement, other details and Scheme including rationale, and salient features of the Scheme, having been circulated in advance, was taken as read. The Chairman at the meeting inter alia explained the rational of the Scheme.

The facility to vote on the resolution through electronic voting system at the meeting was made available to the secured creditors who participated in the meeting and had not cast their votes through remote e-voting.

The meeting of secured creditors was concluded at 11:15 am and thereafter voting was kept open for further 15 minutes.

Based on the consolidated Scrutinizer's report received from Scrutinizer the Resolution as per the Notice dated August 28, 2021 for approval of Scheme has been approved by requisite majority both in number and having more than three-fourth in value by the secured creditors of the Company.



Annexure B

SUMMARY OF THE PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF GMR INFRASTRUCTURE LIMITED HELD ON WEDNESDAY, SEPTEMBER 29, 2021 AT 3.00 P.M. PURSUANT TO ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH, PRONOUNCED ON AUGUST 25, 2021, THROUGH VIDEO CONFERENCING /OTHER AUDIO VISUAL MEANS ("VC/OAVM") .

Pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), pronounced on August 25, 2021 ("Order"), the meeting of equity shareholders of GMR Infrastructure Limited ("Meeting") was duly convened and held on Wednesday, the September 29, 2021, at 3:00 p.m. through VC/ OAVM, for the purpose of considering and approving the Composite Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited, GMR Infrastructure Limited and GMR Power and Urban Infra Limited and their respective Shareholders, pursuant to the provisions Sections 230 to 232, Section 66 and other relevant provisions of the Act, 2013 ("**Scheme**").

All the requirements and procedures to be followed pursuant to the Order(s), circular(s) issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") towards conduct of the Hon'ble NCLT Convened meeting through VC/ OAVM were observed and followed.

Mr. G.M Rao, Chairman of the Company and Chairperson appointed by the Hon'ble NCLT, chaired the meeting. Mr. Grandhi Kiran Kumar, Managing Director and & CEO of the Company, appointed as an Alternate Chairperson by the Hon'ble NCLT also attended the meeting through VC/OAVM. The requisite quorum being present, the Chairman called the meeting to order. The Chairman informed that the meeting is being convened through VC/OAVM in terms of the order of Hon'ble NCLT in Company Application No.CA(CAA) 109/MB/2021, read with various MCA Circulars and Circulars Issued by SEBI. The Company Secretary made all necessary announcements and briefed the equity shareholders on the VC procedures.

Mr. V. Sreedharan (Membership No. FCS 2347 and CP No. 833) , Practising Company Secretary, scrutinizer appointed by the Hon'ble NCLT also attended the meeting through VC/ OAVM.

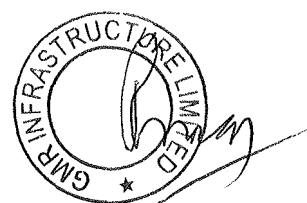
The Notice dated August 28, 2021 convening the meeting containing draft resolution, explanatory statement, other details and Scheme including rationale, and salient features of the Scheme, having been circulated in advance, was taken as read. The Chairman at the meeting inter alia explained the rational of the Scheme.

Equity shareholders who had registered themselves as speakers for the equity shareholders' meeting, shared their views, raised queries pertaining to certain matters which were suitably replied by the directors and management team at the meeting, at the instance of the Chairman.

The facility to vote on the resolution through electronic voting system at the meeting was made available to the equity shareholders who participated in the meeting and had not cast their votes through remote e-voting.

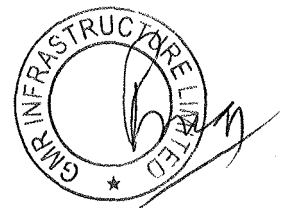
The meeting of equity shareholders was concluded at 03.55 p.m. and thereafter voting was kept open for further 15 minutes.

Based on the consolidated Scrutnizer's report received from Scrutinizer the Resolution as per the Notice dated August 28, 2021 for approval of Scheme has been approved by requisite majority both in number and having more than three fourth in value by the equity shares of the Company.



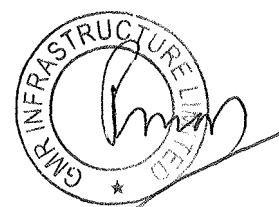
GMR INFRASTRUCTURE LIMITED - SECURED CREDITORS	
Date of the AGM/EGM	29-09-2023
Total number of shareholders on record date	9
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	6
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve the composite scheme of arrangement and amalgamation proposed to be made between the Company, GMR Power and Urban Infra Limited ("GPUIL") and GMR Power Infra Limited ("GPIL") and their respective shareholders, pursuant to the provisions of Sections 230 to 232, Section 66 and other applicable provisions of the Companies Act, 2013 ("Act") (the "Scheme" or "Scheme of Arrangement").									
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		0	0.0000	0	0	0.0000	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		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting		1,42,67,15,132	100.0000	1,42,67,15,132	0	100.0000	0.0000	0	0
	Poll	1,42,67,15,132	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		1,42,67,15,132	100	1,42,67,15,132	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting		15,10,74,34,776	81.2630	14,43,53,76,231	67,20,58,545	95.5514	4.4485	0	0
	Poll	18,59,07,97,112	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		15,10,74,34,776	81.263	14,43,53,76,231	67,20,58,545	95.5515	4.4485	0	0
Total		20,01,75,12,244	16,53,61,49,908	82.5984	15,86,20,81,362	67,20,58,545	95.9353	4.0647	0	0



GMR INFRASTRUCTURE LIMITED	
Date of the AGM/EGM	29-09-2021
Total number of shareholders on record date	381021
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:	59

Resolution No.	1										
Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve the composite scheme of arrangement and amalgamation proposed to be made between the Company, GMR Power and Urban Infra Limited ("GPUL") and GMR Power Infra Limited ("GPIL") and their respective shareholders, pursuant to the provisions of Sections 230 to 232, Section 66 and other applicable provisions of the Companies Act, 2013 ("Act") (the "Scheme" or "Scheme of Arrangement").										
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		3,58,18,17,486	99.8675	3,58,18,17,486	0	100.0000	0.0000	0	0	
	Poll	3,58,65,69,176	47,51,690	0.1325	47,51,690	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		3,58,65,69,176	100.0000	3,58,65,69,176	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting		1,45,40,04,775	85.6462	1,45,40,04,775	0	100.0000	0.0000	0	0	
	Poll	1,69,76,88,403	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		1,45,40,04,775	85.6462	1,45,40,04,775	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting		10,01,31,776	13.3209	10,01,11,787	19,989	99.9800	0.0199	0	10,36,80,639	
	Poll	75,16,87,696	2,54,199	0.0338	2,54,199	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		10,03,85,975	13.3547	10,03,65,986	19,989	99.9901	0.0199	0	103680639	
	Total		6,03,59,45,275	5,14,09,39,826	85.1724	5,14,09,39,827	19,989	99.9996	0.0004	0	103680639





REPORT OF SCRUTINIZER

To,
Mr. G.M. Rao,
The Chairperson
National Company Law Tribunal, Mumbai Bench Convened Meeting of Secured
Creditors of GMR Infrastructure Limited

Dear Sir,

Subject: Scrutinizer's Report for the Hon'ble National Company Law Tribunal, Mumbai Bench Convened Meeting of Secured Creditors of GMR Infrastructure Limited held on Wednesday, 29th September 2021, at 11.00 a.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) for:

- 1) the e-voting conducted during the meeting held on Wednesday, 29th September 2021, at 11:00 a.m. (1100 hours) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM); and
- 2) the voting by remote e- voting process conducted between 26th September 2021 from 9:00 a.m. IST and 28th September 2021 up to 5:00 p.m. IST.

I, V. Sreedharan, Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") vide order pronounced on 25th August 2021, ("said Order") for the purpose of the meeting of the Secured Creditors of GMR Infrastructure Limited conducted as per the said Order, seeking their approval to the Composite Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited (hereinafter referred to as "Applicant Company 1" / "Amalgamating Company"/ "GPIL"), GMR Infrastructure Limited (hereinafter referred to as "Applicant Company 2" / "Amalgamated Company"/ "Demerged Company"/ "GIL") and GMR Power and Urban Infra Limited (hereinafter referred to as "Applicant Company 3" / "Resulting Company"/ "GPUIL") (Applicant Company 1, 2, and 3 above are hereinafter collectively referred to as "Applicant Companies") and their respective shareholders (hereinafter referred to as the "Scheme" or the "Scheme of Arrangement") pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013, through remote e-voting and e-voting, at the at the Hon'ble NCLT convened meeting of secured creditors of Applicant Company 2 held on Wednesday, 29th September 2021 at 11:00 a.m. (1100 hours) (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), submit my report as under:

1. As confirmed by GMR Infrastructure Limited (“Applicant Company 2”/” Company”), Notice in relation to the Tribunal convened meeting of the Secured Creditors, together with the documents accompanying the same, including the explanatory statement and the scheme was sent on 28th August 2021 only through electronic mode to all the Secured Creditors of the Company as on 31st March 2021.
2. The Company has provided facility to the Secured Creditors to cast their votes either through remote e-voting or through e-voting during the meeting.
3. After the time fixed for closing of the e- voting at the Hon’ble NCLT convened meeting, the votes cast through e-voting facility provided by the Applicant Company 2 were diligently scrutinized. The e- voting details were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
4. The management of the Applicant Company 2 is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder relating to e- voting. As per the Order of the Hon’ble NCLT pronounced on 25th August 2021, the quorum for the Hon’ble NCLT convened meeting of the Secured Creditors is 3 Secured Creditors. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast in favour or against the resolution.
5. **I, V. Sreedharan, submit my report as under:**

The results of the voting by Secured Creditors of the Applicant Company 2 (by way of e-voting during the meeting and remote e-voting prior to the meeting), on the following resolution, are as under:

***"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules, circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India and as amended from time to time, read with the observation letters dated December 18, 2020 and December 21, 2020s issued by BSE Limited and the National Stock Exchange of India Limited respectively and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Mumbai bench of the Hon’ble National Company Law Tribunal (“NCLT”) and/ or the National Company Law Appellate Tribunal or such other forum or authority as may be vested with the appellate jurisdiction in relation to approval of the Scheme and such other approvals, permissions and sanctions of regulatory or governmental and other authorities or tribunal, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company*

(hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), in the proposed composite scheme of amalgamation and arrangement between the Company, GMR Power Infra Limited (“**GPIL**”), GMR Power and Urban Infra Limited (“**GPUIL**”) and their respective shareholders (“**Scheme**”), Scheme as per the draft enclosed to the notice of the NCLT convened VC/OAVM meeting of the secured creditors of the Company, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the Sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the Securities and Exchange Board of India, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc (including any alterations or modifications in the documents executed or to be execute), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme”

VISHWANATHAN
THAN
SREEDHARAN

The result of the remote e-voting and voting during the Hon'ble NCLT convened meeting in respect of the resolution to approve the Scheme:

a) Voted in favour of Resolution

Particulars	Remote E-voting	E-Voting at the Hon'ble NCLT convened meeting	Total
Number of Secured Creditors voting	6	NIL	6
Value of Secured Creditors (Rs.) (Considered as number of votes)	1586,20,91,363	NIL	1586,20,91,363
% of Total Number of valid votes cast	95.94	NIL	95.94

b) Voted against the resolution

Particulars	Remote E-voting	E-Voting at the Hon'ble NCLT convened meeting held	Total
Number of Secured Creditors voting	1	NIL	1
Value of Secured Creditors (Rs.) (Considered as number of votes)	67,20,58,545	NIL	67,20,58,545
% of Total Number of valid votes cast	4.06	NIL	4.06

c) Invalid Votes – NIL

6. Based on the foregoing, the resolution as proposed in the Notice of the Hon'ble NCLT convened meeting shall be deemed to have been approved on the date of the Hon'ble NCLT Convened meeting of Secured Creditors of the Applicant Company 2 i.e., on 29th September 2021, with a majority of Secured Creditors having 3/4th in value exercising voting rights and voted in favor through remote e-voting. There was no e-voting during the Hon'ble NCLT convened meeting.
7. The list of Secured Creditors who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting have been emailed to your good self and to the Company Secretary of Applicant Company 2.

Thanking you,

Yours faithfully,

VISHWANATHAN
HAN
SREEDHARAN
N

Digitally signed by VISHWANATHAN SREEDHARAN
DN: cn=VISHWANATHAN SREEDHARAN, o=VISHWANATHAN SREEDHARAN, ou=VISHWANATHAN SREEDHARAN, email=vishwanathan.sreedharan@vishwanathan.com, postalCode=560078, c=IN
Date: 2021.09.29 12:29:45 +05'30'

V. Sreedharan
Scrutinizer
Partner of M/s. V. Sreedharan and Associates
Company Secretaries,
Bengaluru
FCS: 2347 CP No.: 833

Place: Bengaluru
Dated: 29th September 2021.

Counter Signed by

MALLIKARJUNA
RAO GRANDHI

Digitally signed by MALLIKARJUNA RAO GRANDHI
DN: cn=MALLIKARJUNA RAO GRANDHI, o=MALLIKARJUNA RAO GRANDHI, ou=MALLIKARJUNA RAO GRANDHI, email=mallikarjunarao@vishwanathan.com, postalCode=560078, c=IN
Date: 2021.09.29 12:29:45 +05'30'

(G.M. Rao)
Chairperson appointed by the Hon'ble NCLT, Mumbai Bench for the Secured Creditors meeting



REPORT OF SCRUTINIZER

To,
Mr. G.M. Rao,
The Chairperson
National Company Law Tribunal, Mumbai Bench Convened Meeting of Equity Shareholders of GMR Infrastructure Limited

Dear Sir,

Subject: Scrutinizer's Report for the Hon'ble National Company Law Tribunal, Mumbai Bench Convened Meeting of Equity Shareholders of GMR Infrastructure Limited held on Wednesday, 29th September 2021, at 3.00 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) for:

- 1) the e-voting conducted during the meeting held on Wednesday, 29th September 2021, at 03:00 p.m. (1500 hours) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM); and
- 2) the voting by remote e- voting process conducted between 26th September 2021 from 9:00 a.m. IST and 28th September 2021 up to 5:00 p.m. IST.

I, V. Sreedharan, Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") vide order pronounced on 25th August, 2021 ("said Order") for the purpose of the meeting of the Equity Shareholders of GMR Infrastructure Limited conducted as per the said Order, seeking their approval to the Composite Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited (hereinafter referred to as "Applicant Company 1" / "Amalgamating Company"/ "GPIL"), GMR Infrastructure Limited (hereinafter referred to as "Applicant Company 2" / "Amalgamated Company"/ "Demerged Company"/ "GIL") and GMR Power and Urban Infra Limited (hereinafter referred to as "Applicant Company 3" / "Resulting Company"/ "GPUIL") (Applicant Company 1, 2, and 3 above are hereinafter collectively referred to as "Applicant Companies") and their respective shareholders (hereinafter referred to as the "Scheme" or the "Scheme of Arrangement") pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013, through remote e-voting and e-voting at the Hon'ble NCLT convened meeting of Equity Shareholders of Applicant Company 2 held on Wednesday, 29th September, 2021 at 3.00 p.m. (1500 hours) (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), submit my report as under:

1. As confirmed by GMR Infrastructure Limited (“Applicant Company 2”/” Company”), Notice in relation to the Tribunal convened meeting of the Equity Shareholders, together with the documents accompanying the same, including the explanatory statement and the scheme was sent only through electronic mode to all the Equity Shareholders of the Company as on 13th August 2021, whose email addresses are duly registered with the Applicant Company 2.
2. The Company has provided facility to the Equity Shareholders to cast their votes either through remote e-voting or through e-voting during the meeting.
3. After the time fixed for closing of the e- voting at the Hon’ble NCLT convened meeting, the votes cast through e-voting facility provided by the Applicant Company 2 were diligently scrutinized. The e- voting details were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
4. The management of the Applicant Company 2 is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder relating to e- voting. As per the Order of the Hon’ble NCLT pronounced on 25th August 2021, the quorum for the Hon’ble NCLT convened meeting of the equity shareholders is as per the provisions of Section 103 of the Companies Act, 2013 and includes shareholders present through audio visual means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast in favour or against the resolution.
5. **I, V. Sreedharan, submit my report as under:**

The results of the voting by Equity Shareholders of the Applicant Company 2 (by way of remote e-voting prior to the meeting and e-voting during the meeting), on the following resolution, are as under:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules, circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India and as amended from time to time, read with the observation letters dated December 18, 2020 and December 21, 2020 issued by BSE Limited and the National Stock Exchange of India Limited respectively and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Mumbai bench of the Hon’ble National Company Law Tribunal (“NCLT”) and/ or the National Company Law Appellate Tribunal or such other forum or authority as may be vested with the appellate jurisdiction in relation to approval of the Scheme and such other approvals, permissions and sanctions of regulatory or governmental and other authorities or tribunal, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or any regulatory or other authorities or

tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), in the proposed composite scheme of amalgamation and arrangement between the Company, GMR Power Infra Limited ("GPIL"), GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders ("Scheme"), Scheme, as per the draft enclosed to the notice of the NCLT convened VC/OAVM meeting of the equity shareholders of the Company, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implemenatation of the Scheme and upon the Sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the Securities and Exchange Board of India, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc (including any alterations or modifications in the documents executed or to be execute), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme"

VISHWANATHAN
SREEDHARAN

The result of the remote e-voting and voting during the Hon'ble NCLT convened meeting in respect of the resolution to approve the Scheme:

a) Voted in favour of Resolution

Particulars	Remote E-voting	E-Voting at the Hon'ble NCLT convened meeting	Total
Number of members voting	684	18	702
Number of votes cast by them	513,59,34,048	50,05,889	514,09,39,937
% of Total Number of valid votes cast	99.9996	100	99.9996

b) Voted against the resolution

Particulars	Remote E-voting	E-Voting at the Hon'ble NCLT convened meeting	Total
Number of members voting	26	NIL	26
Number of votes cast by them	19,989	NIL	19,989
% of total number of valid votes cast	0.0004	NIL	0.0004

c) Invalid Votes – NIL

VISHWANA
THAN
SREEDHAR
AN

6. Based on the foregoing, the resolution as proposed in the Notice of the Hon'ble NCLT convened meeting shall be deemed to have been approved on the date of the Hon'ble NCLT Convened meeting of Equity Shareholders of the Applicant Company 2, i.e., on 29th September 2021, with a majority of Equity Shareholders having 3/4th in value exercising voting rights and voted in favor through remote e-voting and by way of e-voting during the Hon'ble NCLT convened meeting.
7. The list of Equity Shareholders who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting at the Hon'ble NCLT convened meeting have been emailed to your good self and to the Company Secretary of Applicant Company 2.

Thanking you,

Yours faithfully,

VISHWANATH
AN
SREEDHARAN

V. Sreedharan
Scrutinizer
Partner of M/s. V. Sreedharan and Associates
Company Secretaries,
Bengaluru
FCS: 2347 CP No.: 833

Place: Bengaluru
Dated: 29th September 2021.

Counter Signed by

MALLIKARJUNA
RAO GRANDHI

(G.M. Rao)
Chairperson appointed by the Hon'ble NCLT, Mumbai Bench for the Equity Shareholders meeting