

April 11, 2023

To,

Listing Department  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400001.

Dear Sir/ Ma'am,

**Re: Filing of Scheme of Arrangement and Amalgamation under Regulation 59A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”)**

This has reference to our letter dated March 19, 2023 informing you of the press release made by GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited) (“GIL”) in which the Board of GIL had considered and approved, a composite scheme of amalgamation and arrangement among GMR Airports Limited (“GAL” or the “Company”), GMR Infra Developers Limited (“GIDL”), GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) (“GIL”) and their respective shareholders and creditors ( “Draft Scheme” or “Scheme”), which, *inter-alia*, proposes to merge and consolidate the businesses of: (a) GAL (“Transferor Company 1”) into and with GIDL (“Transferor Company 2”); and (b) Transferor Company 2 (after the completion of the merger envisaged in item (a) above) into and GIL (“Transferee Company”), in each case on a going concern basis subject to the requisite approval of the shareholders and creditors of the Company, the National Company Law Tribunal (“NCLT”), and other approvals as may be required.

Further, the Board of Directors of the Company in its meeting held on March 19, 2023 had also approved the said scheme.

Accordingly, please find enclosed the following documents for the purpose of obtaining no-objection letter of the stock exchange under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) read with Operational Circular for listing obligations and disclosure requirements for Non-convertible Securities, Securitised Debt Instruments and/ or Commercial Paper dated July 29, 2022 (as updated on December 1, 2022) (as amended from time to time) (“SEBI Debt Circular”) issued thereunder for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc.) proposed to be filed under Sections 230-234 of Companies Act, 2013, by entity that has listed its non-convertible debt securities (NCDs) (“SEBI Scheme Circular”):







10.	<p>Statutory Auditor's Certificate-</p> <p>(a) For GAL confirming the compliance of the accounting treatment etc. as specified in Para (A)(6) of Part I of SEBI Debt Circular, as per the format prescribed in the said SEBI Circular.</p> <p>(b) For GIDL confirming the compliance of the accounting treatment</p> <p>(c) For GIL (resultant entity) confirming:</p> <p>(i) the compliance of the accounting treatment and;</p> <p>(ii) is capable of payment of interest /repayment of principal.</p>	<p>Annexure 10(a)</p> <p>Annexure 10(b)</p> <p>Annexure 10(c)</p>	
11.	<p>Detailed Compliance Report as per the format prescribed duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards as per Para (A)(2)(g) of Part I of SEBI Circular.</p>	Annexure 11	
12.	<p>Complaint report as per SEBI Circular in the format prescribed.</p>	<p>This report will be submitted within 7 days of expiry of 10 days from the date of uploading of Draft Scheme and related documents on Exchange's website.</p>	
13.	<p>Declaration by the Company that it will provide the facility for e-voting after the disclosure of all material facts in the notice to the NCDs holders including No-Objection Letter of the Exchange, if directed by NCLT.</p>	Annexure 12	
14.	<p>Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI – BSE Limited</p> <p>Certified true copy of the resolution passed by the Board of Directors, in case BSE is the DSE.</p>	Annexure 13	
15.	<p>Brief details of the transferee/resulting and transferor/demerged companies as per format prescribed.</p>	Annexure 14	
16.	<p>Brief details of the Board of Directors and Promoters of transferee/resulting and transferor/demerged companies as per format prescribed</p>	Annexure 15	



17.	Confirmation by the Company Secretary as per format prescribed.	Annexure 16	
18.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	Annexure 17	
19.	There are no pending dues/fines/penalties imposed by SEBI, Stock Exchanges and Depositories.	Annexure 18	
20.	Processing fee (non-refundable) paid to BSE; and Processing fee (non-refundable) paid to SEBI.	Annexure 19	
21.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	Sushil Kumar Dudeja Company Secretary 011-47197318 <a href="mailto:sushil.dudeja@gmrgroup.in">sushil.dudeja@gmrgroup.in</a>	

In pursuant to the Scheme, GIL (being an equity listed entity on BSE and NSE) is also filing an application in accordance with Regulation 37 of SEBI Regulations separately.

Please revert should you require any further clarifications in relation to the Scheme.

We would be obliged if you could grant your approval to Scheme at your earliest convenience.

Thanking you.

Yours faithfully,

For GMR Airports Limited



Sushil Kumar Dudeja

Company Secretary

Mem. No. A19265

