



Corporate Office:  
New Udaan Bhawan, Opp.  
Terminal 3  
Indira Gandhi International Airport  
New Delhi 110 037  
CIN U65999HR1992PLC101718  
T +91 11 47197000  
F +91 11 47197791  
W www.gmrgroup.in

**DATE: APRIL 10, 2023**

To  
The General Manager  
Department of Corporate Services  
BSE Limited  
P.J. Towers  
Dalal Street  
Mumbai - 400001

Sub: Application under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time) for the proposed Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited ('GAL'), GMR Infra Developers Limited ('GIDL'), GMR Airports Infrastructure Limited ('GIL') and their respective shareholders and creditors ('Scheme')

It is hereby certified that the draft scheme of amalgamation and arrangement involving GMR Airports Limited ("GAL"), GMR Infra Developers Limited ("GIDL"), GMR Airports Infrastructure Limited ("GIL") and their respective shareholders and creditors does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the following:

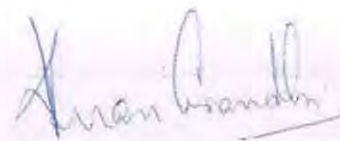
Sr. No	Particulars	Whether complied (YES/NO)	Remarks
1.	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities laws	YES	Scheme of Arrangement
2.	Submission of Valuation Report	YES	Submitted as Annexure of the Documents to be submitted to Stock Exchange
3.	Submission of Fairness opinion	YES	Submitted as Annexure of the Documents to be submitted to Stock Exchange
4.	Submission of documents to Stock Exchange(s)	YES	Submitted
5.	Disclosures in the Scheme of Arrangement	YES	All the required disclosures were enclosed as a part of documents submitted to Stock Exchange
6.	Provision of approval of holders of NCDs through e-voting	NA	Since, the number of the Non-Convertible




			Debentures (NCDs) Holders of the Company are less than 1,000, there is no requirement of providing e Voting facility to the Holders for approval as per the provisions of Companies Act, 2013. Further, the Company will follow the orders / directions of NCLT for convening of meetings as required.
7.	Grievance redress/ Report on Complaints/ Comments	YES	The Company has not received any Grievance / Complaints / Comments
8.	Conditions for schemes of arrangement involving unlisted entities	YES	
9.	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	YES	Enclosed as part of documentation to Stock Exchange

  
Company Secretary  
Sushil Kumar Dudeja

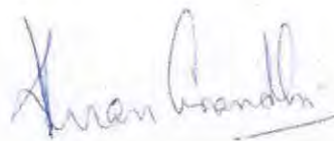


  
Managing Director  
Grandhi Kirankumar

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving (Name of the entities) are in compliance with all the Accounting Standards applicable to a listed entity.

  
Chief Financial Officer  
Gadi Radha Krishna Babu



  
Managing Director  
Grandhi Kirankumar