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April 10, 2023

To,
The General Manager,
Department of Corporate Services,
BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001.

Dear Sir,

Sub: Application under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 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')

In connection with the above application, we hereby confirm that:

- a) The proposed Scheme to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, securities contract (Regulations) Rules, 1957, RBI Act, The Depositories Act, 1996, Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 230 of the Companies Act 2013, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and holding pattern
 - ii) Present and expected debt structure
 - iii) the "fairness opinion" obtained from ICICI Securities Limited (I-Sec), an Independent merchant banker on valuation of assets / NCD done by the valuer for the company and unlisted company.
 - iv) Information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, if applicable:
 - v) The Complaint report as per Annexure III of SEBI Circular.
 - vi) Exchange No Objection Letter
 - vii) Details of exit option given to the NCD holders, if any
- c) The draft Scheme together with all documents mentioned in Part – I(A)(8)(a) of SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 has been disseminated on company's website as per Website link given hereunder.

<https://www.gmrinfra.com/gmr-airports-limited.aspx#investors>



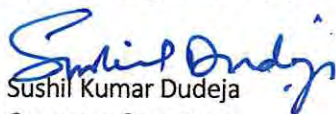
Regd. Office:
BCCL, Times Internet Building, Second Floor,
Plot No. 391, Udyog Vihar Phase - III,
Gurugram Gurgaon Haryana 122016
Tel: 0124-4518450

- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The Company shall ensure that wherever the approval by holders of NCDs for Scheme submitted with NCLT for sanction is required at any stage, the facility for e-voting will be provided, if directed by NCLT, after the disclosure of all material facts in the notice including No-Objection Letter from the Exchange.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.

None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.

Thanking You,

For GMR Airports Limited


Sushil Kumar Dudeja

Company Secretary
Mem. No. A19265

