

January 31, 2022

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001.
Scrip Code: 532754

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex Bandra (E)
Mumbai - 400051.
Symbol: **GMRINFRA**

Dear Sir/Madam,

Sub.: Cost of Acquisition of shares of GMR Infrastructure Limited and GMR Power and Urban Infra Limited as per the provisions of Sections 49(2C) and 49(2D) of the Income Tax Act, 1961.

Ref.: Composite Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited ['GPIL'], GMR Infrastructure Limited ['GIL'] and GMR Power and Urban Infra Limited ['GPUIL'] and their respective shareholders ('Scheme')

Pursuant to the Scheme as sanctioned by National Company Law Tribunal ('NCLT'), Mumbai Bench, the EPC Business and Urban Infrastructure Business of GIL has been demerged and stands transferred and vested in GPUIL, on a going concern basis w.e.f. April 1, 2021, being the Appointed Date. In terms of the Scheme, GPUIL shall issue and allot, to those shareholders whose names appeared in the register of members of GIL on the record date (i.e. January 12th 2022), 1 Equity Shares of ₹ 5/- each of GPUIL for every 10 Equity Shares of ₹ 1/- each held in GIL.

In this connection, we are enclosing a communication being issued for general guidance of the shareholders on the proportionate cost of acquisition of both GIL and GPUIL as per the provisions of Sections 49(2C) and 49(2D) of the Income Tax Act, 1961.

A copy of this intimation is also being uploaded on the website of the Company at www.gmrinfra.com.

Thanking you,

Yours faithfully,

For **GMR Infrastructure Limited**


T. Venkat Ramana
Company Secretary &
Compliance Officer



Encl: as above

**FOR THE ATTENTION OF SHAREHOLDERS OF
GMR INFRASTRUCTURE LIMITED**

Dear Shareholder(s),

The Hon'ble National Company Law Tribunal, Bench at Mumbai ('NCLT') vide its Order dated December 22nd 2021 ('the Order') sanctioned the Composite Scheme of Arrangement amongst GMR Power Infra Limited ('Amalgamated Company' or 'GPIL'), GMR Infrastructure Limited ['Demerged Company' or 'GIL'] and GMR Power and Urban Infra Limited ['Resulting Company' or 'GPUIL'] and their respective shareholders ("the Scheme") for the demerger of the EPC Business and Urban Infrastructure Business of the Demerged Company. It may be noted that in terms of the said Scheme, GPIL got amalgamated into GIL.

As per the Scheme, the EPC Business and Urban Infrastructure Business of GIL has been demerged and stands transferred and vested in GPUIL, on a going concern basis w.e.f. April 1, 2021, being the Appointed Date. Pursuant to the Order, GPUIL shall issue and allot, to those shareholders whose names appeared in the register of members of GIL on the record date (i.e. January 12th 2022), 1 Equity Shares of ₹ 5/- each of GPUIL for every 10 Equity Shares of ₹ 1/- each held in GIL.

We wish to inform the shareholders the proportionate cost of acquisition of both the Demerged Company and the Resulting Company as per the provisions of Sections 49(2C) and 49(2D) of the Income Tax Act, 1961.

Accordingly, the cost of acquisition of shares of both the Demerged Company and the Resulting Company is to be calculated as under:

Sr	Particulars	Basis
1	Cost of Acquisition of Resulting Company's shares (GPUIL)	(Cost of acquisition of GIL share x Net Book Value of assets of the EPC Business and Urban Infrastructure Business of GIL Net-worth of GIL before demerger
2	Cost of Acquisition of shares of Demerged Company (GIL)	Original cost of acquisition of Demerged Company less cost of acquisition of Resulting Company's share

The ratio of apportionment of cost of acquisition of the original GIL shares pursuant to Sections 49(2C) and 49(2D) of the Income Tax Act, 1961 is as under:

Sr No	Name of the Company	% of total Cost of Acquisition of the Equity Shares
1	GMR Infrastructure Limited	92.71%
2	GMR Power and Urban Infra Limited	7.29%
	Total	100%

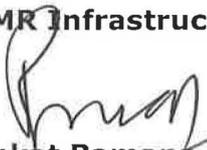
Accordingly, the cost of acquisition of equity shares allotted in GPUIL should be 7.29% of the total cost of acquisition of the equity shares held in GIL prior to the demerger.

The communication is merely for the general guidance of the shareholders, and should not be considered as a substitute for any independent opinion that the



shareholders may obtain. Determination of cost of acquisition is otherwise an involved exercise requiring application of Section 55(2)(ac) read with Section 112A of the Income Tax Act, 1961. Shareholders are advised to take necessary professional advice in the matter, as may be needed. The concerned regulatory, statutory or judicial authority, including any assessing officer / appropriate appellate authority, could take a different view. The Company takes no express or implied liability in relation to this guidance.

For **GMR Infrastructure Limited**


T. Venkat Ramana
Company Secretary &
Compliance Officer

