GMR AIRPORTS INFRASTRUCTURE LIMITED

(Formerly known as GMR Infrastructure Limited)

October 31, 2023

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001.
Scrip: 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: Notice of the Meeting of the Equity Shareholders of GMR Airports Infrastructure Limited (formerly GMR Infrastructure Limited) ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal - Chandigarh Bench ('Hon'ble NCLT') in the matter of Composite Scheme of Amalgamation and Arrangement amongst GMR Airports Limited and GMR Infra Developers Limited and GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) and their respective shareholders and creditors ('Scheme').

Hon'ble National Company Law Tribunal, Chandigarh Bench ('NCLT') by order dated October 10, 2023, has directed a meeting to be convened and held of the equity shareholders of GMR Airports Infrastructure Limited, for the purpose of considering, and if thought fit, approving with or without modification, the Scheme pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

In this regard, a meeting of the Equity Shareholders of the Company is to be convened on Saturday, December 02, 2023 at 10:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

In this connection, please find enclosed herewith the copy of the Notice dated October 31, 2023, convening the Meeting along with the Explanatory Statement and other Annexures for your information and records. The Notice is being sent through electronic means to the Equity Shareholders of the Company whose email ids are registered with the Company/Depositories/RTA i.e., KFin Technologies Limited.

As per the directions of the NCLT and in terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and MCA Circulars, the Company is pleased to provide the facility of "e-voting" to its equity shareholders, to enable them to cast their votes on the resolution proposed to be passed during the Meeting, by electronic means.

The Company has engaged the services of KFin Technologies Limited, Company's Registrar and Transfer Agent ("KFintech"), as authorized agency to provide e-voting (i.e. remote e-voting and e-voting during the Meeting) facility as well as to enable the equity shareholders (or its authorized representatives, as the case may be) of the Company to attend and participate in the Meeting through VC/ OAVM.

The voting period for remote e-voting shall commence on **Wednesday, November 29, 2023 at 09:00 A.M. (IST)** and ends on **Friday, December 01, 2023 at 05:00 P.M. (IST)**. The voting rights of Equity Shareholders shall be in proportion to their share in the paid-up share capital as on Friday, November 24, 2023, being the Cut-off Date. The detailed instructions for joining the Meeting through VC/ OAVM, manner of casting vote through evoting are provided in the enclosed Notice.

The Notice is also available on the website of the Company at www.gmrinfra.com and on the website of KFintech at https://evoting.kfintech.com/.

Request you to please take the same on record.

Thanking you,

For GMR Airports Infrastructure Limited
(Formerly GMR Infrastructure Limited)

VENKAT
RAMANA
TANGIRALA

Digitally signed by VENKAT RAMANA TANGIRALA
DN: c=IN, st=Delhi,
2.5.4.20=ba78df85cc20dbcb0f360f75d9a67651c4c47ea4247
3e8bec86b26af42f94729, postalCode=110075, street=A-501
NAVRATTAN CGHS LTD PLOT 7A SEC-23 DWARKA DELHI -
110075, pseudonym=a2cf567ec32f3f9208fca2affb79a063,
serialNumber=ed6ecb91186b4fbdd1a203e4d6c52649a6cb5
23dbc1e1a6d787cb477e3e4bbbe, o=Personal, cn=VENKAT
RAMANA TANGIRALA
Date: 2023.10.31 20:49:06 +05'30'

T. Venkat Ramana
Company Secretary &
Compliance Officer

GMR AIRPORTS INFRASTRUCTURE LIMITED
(Formerly GMR INFRASTRUCTURE LIMITED)

Corporate Identification No.: L45203HR1996PLC113564
Registered Office: Unit No.12, 18th Foor, Tower A, Building No.5, DLF Cyber City, DLF Phase-III, Gurugram-122002, Haryana, India
Tel: +91 124 6637750 , **E-mail**: gil.cosecy@gmrgroup.in, **Website**: www.gmrinfra.com

FORM NO. CAA-2

[Pursuant to Sections 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF GMR AIRPORTS INFRASTRUCTURE LIMITED, PURSUANT TO THE ORDER DATED 10th OCTOBER, 2023 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH.

Meeting Details	
Day	Saturday
Date	2nd December, 2023
Time	10:00 AM
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Chandigarh Bench, the Meeting shall be conducted through video conferencing/other audio-visual means.
Cut-off date for sending notice to eligible shareholders.	10th October, 2023
Cut-off date for e-voting	24th November, 2023
Remote e-voting start date and time	29th November, 2023 at 9.00 AM (IST)
Remote e-voting end date and time	1st December, 2023 at 5.00 PM (IST)

The Notice of Meeting, Statement under Sections 102, 230 to 232 and other applicable provisions of the 2013 Act and Rule 6 of the 2016 Rules, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable SEBI Circulars and Annexure 1 to Annexure 27 constitute a single and complete set of documents and should be read in conjunction with each other, as they form an integral part of this Notice.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

BENCH AT CHANDIGARH

COMPANY APPLICATION (CAA) NO. 45/CHD/HRY/2023

(under Sections 230 to 232 of the Companies Act, 2013)

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF:

Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

AND

IN THE MATTER OF:

Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited **("Transferor Company 1")** and GMR Infra Developers Limited **("Transferor Company 2")** and GMR Airports Infrastructure Limited **("Transferee Company")** (formerly GMR Infrastructure Limited) and their respective shareholders and creditors.

AND

GMR AIRPORTS INFRASTRUCTURE LIMITED (formerly GMR Infrastructure Limited) (CIN: L45203HR1996PLC113564), PAN: AABCG8889P), a public limited company incorporated under the Companies Act, 1956, having its Registered Office at Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase– III, Gurugram– 122002, Haryana, India.

…Transferee Company

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF GMR AIRPORTS INFRASTRUCTURE LIMITED

To,
The Equity Shareholders of
GMR Airports Infrastructure Limited.

NOTICE is hereby given that, by an Order dated 10th October, 2023 in Company Application No. CA(CAA) No. 45/CHD/HRY/2023 ("**Order**"), the Hon'ble National Company Law Tribunal, Chandigarh Bench ("**Hon'ble Tribunal**") has directed, *inter alia*, that a Meeting of the equity shareholders of the Transferee Company be convened and held on Saturday, 2nd December, 2023 through video-conferencing or other audio-visual means **("VC/OAVM") ("Meeting")** to consider and if thought fit, to approve, with or without modification(s), the Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited and GMR Infra Developers Limited and GMR Airports Infrastructure Limited (collectively referred to as " **Companies** ") and their respective shareholders and creditors ("**Scheme**"). Pursuant to the Order of the Hon'ble Tribunal as directed therein, the Meeting of the equity shareholders of the Transferee Company will be held through VC/OAVM on Saturday, 2nd December, 2023 at 10:00 am (IST) in compliance with the provisions of the Companies Act, 2013 ("2013 Act") read with the Companies

(Compromises, Arrangements and Amalgamations) Rules, 2016 ("**2016 Rules**") and other applicable Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, read with General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being, General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and subsequent circulars issued in this regard, the latest being, Circular No. SEBI/HO/C/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 issued by Securities and Exchange Board of India (SEBI) and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India **("SS-2")**.

The Scheme, if approved by the requisite majority of equity shareholders of the Transferee Company as per Section 230(6) of the 2013 Act read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("**SEBI Scheme Circular**") and other applicable SEBI Circulars, if any, will be subject to subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

In compliance with the provisions of the Order of the Hon'ble Tribunal and Section 108, and other applicable provisions of the 2013 Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 and other applicable provisions of the SEBI Listing Regulations read with SEBI Scheme Circular and other applicable SEBI Circulars and SS-2, the Transferee Company has arranged the facility of remote e-voting prior to the Meeting as well as e-voting during the Meeting, using the services of its RTA i.e. KFin Technologies Limited ('KFintech') so as to enable the equity shareholders, to consider and if through fit, approve, with or without modification(s) the Scheme by way of approval of the Resolution mentioned herein-below. The equity shareholders may further refer to the Notes to this Notice for further details on remote e-voting prior to the Meeting as well as e-voting during the Meeting. The Equity Shareholders are requested to attend the Meeting.

As per the directions of the Hon'ble Tribunal, Mr. Balvinder Singh, Retd. Member (T), NCLAT, shall act as the Chairperson of this Meeting. The Hon'ble Tribunal has appointed Mr. Ranvijay Singh Rana as the Alternate Chairperson of the Meeting. The Hon'ble Tribunal has appointed Mr. K.V. Singhal, Advocate, as the Scrutinizer for the Meeting including any adjournments thereof, to scrutinize the process of remote e-voting prior to the Meeting as well as e-voting during the Meeting, to ensure that it is fair and transparent.

The voting rights of the equity shareholders shall be in proportion to their share of the paid-up equity share capital of the Transferee Company as on the closure of business hours on Friday, 24th November, 2023 **("Cut-Off Date")**. A person whose name is recorded in Register of Members maintained by the Transferee Company/Registrar and Transfer Agent (**'RTA'**) or in the Register of Beneficial Owners maintained by Depositories as on the Cut-Off Date only, shall be entitled to vote on the proposed resolution. The Statement under Section(s) 102, 230 to 232 and other applicable provisions of the 2013 Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 **("2016 Rules")**, SEBI Listing Regulations and applicable SEBI circulars, along with a copy of the Scheme and other Annexures to the Statement are enclosed herewith. A copy of this Notice, Statement and the Annexures are available on the website of the Transferee Company at www.gmrinfra.com, the website of KFintech at https://evoting.kfintech.com. being the entity appointed by the Company to provide remote e-voting/e-voting and other facilities for the Meeting, the website of the Stock Exchanges where the equity shares of the Transferee Company are listed, i.e., BSE Limited and the National Stock Exchange of India Limited viz. www.bseindia.com and www.nseindia.com respectively, and the website of SEBI at www.sebi.gov.in. A copy of the Notice together with the accompanying documents as set out in the Index including contracts or agreements material to the compromise or arrangement hereto can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the Registered Office of GMR Airports Infrastructure Limited at Unit No.12, 18th Floor, Tower A, Building No.5, DLF Cyber City, DLF Phase-III, Gurugram-122002, Haryana, India or at the office of its Counsel, Shardul Amarchand Mangaldas & Co., 13, Abul

Fazal Road, Bengali Market, New Delhi - 110001 between 1st November, 2023 and 2nd December, 2023 from 10:30 a.m. (IST) to 4:00 p.m. (IST). Alternatively, a written request in this regard, along with details of your shareholding in the Transferee Company, may be addressed to the Company Secretary at gil.cosecy@gmrgroup.in and the Transferee Company will arrange to send the same to you at your registered address.

The equity shareholders are requested to consider, and if thought fit, with or without modification(s), pass the following Resolution with requisite majority:

"**RESOLVED THAT** in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by Ministry of Corporate Affairs, Section 2(1B) of the Income-tax Act, 1961, the Securities and Exchange Board of India Act, 1992 and the regulations thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable SEBI Circulars, the Observation Letter(s) issued by BSE Limited and the National Stock Exchange of India Limited, respectively dated 1st August, 2023 and 2nd August, 2023 respectively, the Memorandum and Articles of Association of GMR Airports Infrastructure Limited and subject to the approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench (hereinafter referred to as "**Hon'ble Tribunal**") and such other approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Transferor Company 1, Transferor Company 2 and the Transferee 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 the Board to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited ("**Transferee Company 1")** and GMR Infra Developers Limited ("**Transferor Company 2"**) and GMR Airports Infrastructure Limited **("Transferee Company")** and their respective shareholders and creditors ("**Scheme**"), including without limitation, the adoption of the amended and restated articles of association of the Transferee Company as set out in the Scheme incorporating inter alia the special rights of the promoters as set out therein, the alteration of the name of the Transferee Company to GMR Airports Limited as set out in the scheme, the issuance of equity shares and optionally convertible preference shares in accordance with the terms as set out in the Scheme, the designation of Aeroports de Paris S.A as a promoter of the Transferee Company, and all other matters set out in the Scheme as enclosed with this Notice of the NCLT convened Meeting of the equity shareholders, be and is hereby approved.

RESOLVED FURTHER THAT 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, appropriate or necessary, to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any statutory/ regulatory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Transferee Company as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek anyfurther approval of the shareholders and the shareholders shall be deemed to have given their approval thereto expresslyby authority under this Resolution.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company.”

The Scheme, if approve at the aforesaid Meeting, will be subject to the subsequent sanction of the Hon’ble Tribunal.

sd/-
Mr. Balvinder Singh
Chairperson for the Meeting

Date: 31st October, 2023
Place: Chandigarh, India.

Registered Office

Unit No.12, 18th Floor, Tower A,
Building No.5, DLF Cyber City,
DLF Phase-III, Gurugram-122002,
Haryana, India.

NOTES:

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Chandigarh Bench vide its order dated 10th October, 2023, the Meeting of the equity shareholders of the Transferee Company is being conducted through video conferencing (**'VC'**)/other audio visual means (**'OAVM'**) facility to transact the business set out in the Notice convening this Meeting. The Meeting will be conducted in compliance with the provisions of the 2013 Act, SS-2, SEBI Listing Regulations, read with other applicable SEBI Circulars and in compliance with the applicable requirements prescribed by the Ministry of Corporate Affairs. Accordingly, the Meeting of the equity shareholders of the Transferee Company will be convened on Saturday, 2nd December, 2023 at 10:00 am **(IST),** through VC/OAVM, for the purpose of considering, and if thought fit, approving, the Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited and GMR Infra Developers Limited and GMR Airports Infrastructure Limited and their respective shareholders and creditors.

   The deemed venue for the Meeting shall be the Registered Office of the Transferee Company i.e Unit No.12, 18th Floor, Tower A, Building No.5, DLF Cyber City, DLF Phase-III, Gurugram-122002, Haryana, India.

2. The Statement pursuant to Sections 102, 230 to 232 of the 2013 Act read with other applicable provisions of the 2013 Act, and Rule 6 of the 2016 Rules, read with SEBI Listing Regulations and other applicable SEBI Circulars in respect of the business set out in the Notice of the Meeting is annexed hereto.

   Disclosures as required pursuant to Sections 102, 230 to 232 of the 2013 Act read with Rules made thereunder, including Rule 6 of the 2016 Rules, and other applicable provisions of the 2013 Act, read with SEBI Listing Regulations and other applicable MCA and SEBI Circulars, which are not covered under this notice have been included in the Statement annexed hereto.

3. As per the directions provided in the Order of the Hon'ble Tribunal, the Notice of the Meeting and the accompanying documents mentioned in the Index are being sent only through electronic mode via e-mail to those equity shareholders whose e-mail addresses are registered with the Transferee Company/Registrar and Transfer Agent/Depository Participant(s) ('**DP**')/ Depositories as on Tuesday, 10th October, 2023.

   The Notice convening the Meeting will be published through advertisement in (i) FINANCIAL EXPRESS (English daily- Delhi NCR Edition) in English language and (ii) Hindi translation thereof in JANSATTA (Hindi daily- Delhi NCR Edition) and having wide circulation in Haryana i.e., the state where the Registered Office of the Transferee Company is situated).

4. The equity shareholders may note that the aforesaid documents are also available on the website of the Transferee Company at www.gmrinfra.com and on the website of the Stock Exchanges where the equity shares of the Transferee Company are listed i.e.,BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFintech at https://evoting.kfintech.com and that of SEBI at www.sebi.gov.in.

5. The SEBI Scheme Circular, *inter alia,* provides that approval of Public Shareholders of the Transferee Company to the Scheme shall also be obtained by way of voting through e-voting. Since, the Transferee Company is seeking the approval of its Equity Shareholders (which includes Public Shareholders) to the Scheme by way of voting through e-voting, no separate procedure for voting through e-voting would be required to be carried out by the Transferee Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Scheme Circular. The aforesaid notice sent to the Equity Shareholders (which includes Public Shareholders) of the Transferee Company would be deemed to be the notice sent to the Public Shareholders of the Transferee Company. For this purpose, the term 'Public' shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations)

Rules, 1957 and the term 'Public Shareholders' shall be construed accordingly. In terms of SEBI Scheme Circular, the Transferee Company has provided the facility of voting by e-voting to its Public Shareholders.

6. Further, in accordance with the SEBI Scheme Circular, the Scheme shall be acted upon only if the number of votes cast by the Public Shareholders in favour of the aforesaid resolution for approval of Scheme is more than the number of votes cast by the Public Shareholders against it, besides the approval of the shareholders being granted in terms of Section 230 (6) of the 2013 Act.

7. ONLY a person, whose name is recorded in the Register of Members maintained by the Transferee Company/Registrar and Transfer Agents ('RTA') or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date (i.e., 24th November, 2023) shall be entitled to exercise his/her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an equity shareholder as on the cut-off date should treat the Notice for information purpose only.

8. The voting rights of the shareholders shall be in proportion to their shareholding in the Transferee Company as on the close of business hours on the Cut-Off Date as per the Register of Members furnished by the RTA or Register of Beneficial Owners furnished by National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('**CDSL**') (collectively referred to as '**Depositories**').

9. The voting period for remote e-voting (prior to the Meeting) shall commence on and from 29th November, 2023 at **9:00 am (IST)** and shall end on 1st December, 2023 at **5:00 pm (IST)**. The remote e-voting module shall be disabled by KFintech thereafter. The Company is additionally providing the facility of e-voting during the Meeting.

10. Pursuant to the provisions of the 2013 Act, a member entitled to

attend and vote at the meeting is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf and the proxy need not be a member of the Transferee Company. **SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE AND HENCE THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**

11. Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting. The Members will be able to view the live webcast of the Meeting on the KFintech's e-voting website at https://evoting.kfintech.com.

12. Pursuant to the provisions of the 2013 Act, the Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send legible scan of certified true copy of its Board or governing body Resolution/Power of attorney/Authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to attend the Meeting through VC/OAVM on its behalf and vote at the Meeting. The said Resolution/Authorisation, self-attested by the person so authorized to attend the Meeting, shall be sent to the Transferee Company at gil.cosecy@gmrgroup.in and to the scrutinizer appointed for the Meeting at kvsinghal@gmail.com at least forty eight (48) hours before the Meeting. A copy of the above e-mail should also be marked to KFintech at https://evoting.kfintech.com.

13. Members attending the Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum as per the terms of the Order of the Hon'ble Tribunal. Further, the Order also directs that in case the required quorum for the Meeting as per the Order of the Hon'ble Tribunal, is not present at the commencement of the Meeting, the Meeting shall be adjourned by 30 minutes and thereafter, the persons present shall be deemed to constitute the quorum.

14. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Transferee Company will be entitled to vote at the Meeting.

15. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle Members from attending the Meeting. However, after exercising right to vote through remote e-voting prior to the Meeting, a Member shall not be allowed to vote again at the Meeting. In case the shareholders cast their vote via both the modes i.e. remote e-voting prior to the Meeting as well as during the Meeting, then voting done through remote e-voting before the Meeting shall prevail once the vote on a resolution is cast by the Shareholder, whether partially or otherwise. The equity shareholder shall not be allowed to change it subsequently.
The equity shareholders are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting prior to the Meeting or e-voting during the Meeting.

16. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with their respective Depository through their Depository Participant(s). Any such changes effected by the Depository Participants will automatically reflect in the Company's records. In respect of shares held in physical form by writing to the Company's RTA, KFin Technologies Limited (Unit: GMR Airports Infrastructure Limited), Selenium Tower B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032.

17. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI LODR and has mandated that all requests for effecting transfer of securities including transmission and transposition shall not be processed unless the securities are held in the dematerialised form. Hence members are advised to dematerialize their shares that are held in physical form.

18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, Bank Mandate details, etc., to their Depository Participant(s) in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting documents. The said form can be downloaded from the Company's website at https://investor.gmrinfra.com and is also available at the website of the RTA at https://ris.kfintech.com/clientservices.

19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR– 4, the format of which is available on the Company's website at https://investor.gmrinfra.com/scheme-of-merger and on the website of RTA at https://ris.kfintech.com/clientservices/isc/default.aspx#isc.

20. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the members, in respect of equity shares held by them. Nomination form, Form No. SH 13, can be downloaded from the Company's website at https:// investor.gmrinfra.com and is also available at the website of the RTA at https://ris.kfintech.com/clientservices/isc/default.aspx#isc. Members are requested to submit the said form to their Depository Participants in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

21. As per Rule 3 of the Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to e-mail, PAN /CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to

update their details with their respective Depository Participants (DPs) in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.

22. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be: -
    a) the change in the residential status on return to India for permanent settlement, and
    b) the particulars of the updated Bank Account in India.

23. Since the Meeting will be held through VC Facility, the Route Map being not relevant is not annexed to this Notice.

24. Members may join the Meeting through VC Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from 9:45 am IST i.e. 15 minutes before the time scheduled to start the Meeting and shall not be closed for at least 15 minutes after such scheduled time.

25. Members may note that the VC Facility, provided by KFintech, allows participation of at least 1,000 Members on a first-come- first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the Meeting without any restriction on account of first-come first-served principle.

26. Copies of all documents referred to in the notice and explanatory statement pursuant to Section 102(1), 230 to 232 of the Companies Act, 2013 annexed thereto are available for inspection electronically. Members seeking to inspect such documents can send an email to Gil.cosecy@gmrgroup.in.

27. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of

Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the Meeting.

Member seeking any information with regard to any queries, may write to the Company at Gil.cosecy@gmrgroup.in.

28. **THE PROCESS AND MANNER FOR REMOTE E-VOTING:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings and Regulation 44 of the SEBI LODR read with SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide members with facility to exercise their votes by electronic means provided by KFintech (E-Voting Service Provider) through the modes listed below, on resolution set forth in this Notice, by way of remote e-voting or e-voting during the Meeting.

A) Information and instructions for remote e-voting by Individual Shareholders holding shares of the Company in demat mode:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting Facility Provided by Listed Entities", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile numbers and email Ids in their demat accounts to access e-Voting facility.

Individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts. During the voting period, shareholders / members can login any number of times till they have voted on the resolution(s) for a particular "Event". The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL	**1. Members already registered for NSDL Internet Based Demat Account Statement (IDeAS) facility:** i. Visit URL https://eservices.nsdl.com. ii. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. iii. A new screen will prompt and you will have to enter your User ID and Password. iv. Post successful authentication, click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. v. Click on company name or e-Voting service provider name i.e. KFintech and you will be redirected to KFintech website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting. **2. Members who have not registered for**

	IDeAS facility, may follow the below steps: i. To register for IDeAS facility, visit the URL at https://eservices.nsdl.com. ii. Click on "Register Online for IDeAS" or for direct registration. click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. On completion of the registration formality, follow the steps provided above. **3. Members may alternatively vote through the e-voting website of NSDL in the following manner:** i. Visit the following URL: https://www.evoting.nsdl.com/. ii. Click on the icon "Login" which is available under 'Shareholder/Member' section. iii. Members to enter User ID (i.e. your Sixteen Digit demat account number held with NSDL), Password/OTP and a Verification Code shown on the screen. iv. Post successful authentication, you will be redirected to NSDL IDeAS site wherein you can see e-Voting page. v. Click on company name or e-Voting service provider name i.e., KFintech and you will be redirected to KFintech website for casting your vote.

	4.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	**1. Members already registered for Easi/ Easiest facility may follow the below steps:** i. Visit the following URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com. ii. Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: www.cdslindia.com) iii. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available. iv. Click on Company name or e-voting service provider name i.e. KFintech to cast your vote.

	2. **Members who have not registered for Easi/Easiest facility, may follow the below steps**: i. To register for Easi/Easiest facility visit the URL at https://web.cdslindia.com/myeasi./Registration /EasiRegistration. ii. On completion of the registration formality, follow the steps mentioned above. **3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:** i. Visit the following URL: www.cdslindia.com. ii. Enter the demat account number and PAN. iii. Enter OTP received on mobile number and email registered with the demat account for authentication. iv. Post successful authentication, the member will receive links for the respective e-voting service provider i.e., KFintech where the e-voting is in progress.
Individual Shareholders (holding securities	1. Members may alternatively log-in using the credentials of the demat account through their Depository Participant(s)

in demat mode) login through their depository participants	registered with NSDL/CDSL for the e-voting facility. 2. On clicking the e-voting icon, members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication. 3. Members may then click on Company name or e-voting service provider name i.e. KFintech and will be redirected to KFintech website for casting their vote.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL who have forgotten their password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants' website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below;

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800

with NSDL	1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 or call at toll free no. 1800 200 5533.

B) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and for all shareholders holding securities in physical mode:

Member will receive an e-mail from KFintech [for the Members whose e-mail IDs are registered with the Depository Participant(s)/RTA] which includes details of E-Voting Event Number ("EVEN"), User ID and Password. They will have to follow the following process for e-voting:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com.

ii. Enter the login credentials (i.e., User ID and Password). In case of Demat account, your Sixteen Digit DP ID-Client ID will be your User ID. In case of physical folio, User ID will be EVEN (e-Voting Event Number) XXXX, followed by folio number. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote.

iii. After entering these details appropriately, click on 'LOGIN'.

iv. You will now reach to password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password, in case you forget your password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the 'EVENT', i.e., **GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited).**

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under 'FOR/AGAINST' or, alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option 'ABSTAIN'. If you do not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

viii. Equity shareholders holding multiple demat accounts may choose the voting process separately for each demat account.

ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.

x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, you can login any number of times till you have voted on the Resolution.

xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) who are authorised to vote, to the Scrutiniser on e-mail ID compliance@sreedharancs.com with a copy marked to RTA at email ID evoting@kfintech.com and to the Company at Gil.Cosecy@gmrgroup.in. The scanned copy of the Board Resolution should be in the naming format “Company Name, EVEN No.” In case if the authorized representative casts vote, the above mentioned documents shall be submitted before or at the time of casting the vote.

C) Members whose email IDs are not registered with the RTA/Depository Participants(s), and consequently Notice of Meeting and e-voting instructions cannot be serviced:

To facilitate Members to receive the Notice along with Explanatory Statement for the Meeting (including remote e-voting instructions) electronically and cast their vote, the Company has made special arrangements with KFintech for registration of email addresses of the Members in terms of MCA Circulars. Eligible Members who have not registered their email address and in consequence the e-voting notice could not be serviced, may temporarily get their email address registered with KFintech, on or before 5:00 p.m. (IST) on 24th November, 2023.

I. Member may send an email request at the email id evoting@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the notice of Meeting and the E-Voting Instructions.

Please follow all steps from Note. No. 28(B) above to cast your vote by electronic means.

D) OTHER INSTRUCTIONS FOR VOTING:

I. A person, whose name is recorded in the register of equity shareholders maintained by RTA or in the register of beneficial owners maintained by the Depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting as well as e-voting during the Meeting.

II. Person holding securities in physical mode and non-individual shareholders holding securities in demat mode who become equity shareholder after dispatch of the Notice of the Meeting but on or before the Cut-Off Date, i.e., Friday, November 24, 2023 may obtain User ID and Password and any such member who has not received or has forgotten the User ID and Password, may obtain/retrieve the same from KFintech in the manner as mentioned below:

a) If the mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, the Member may send SMS: MYEPWD<SPACE>Folio No. or DP ID-Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXXX1234567890 (XXXX being EVEN)

b) If email address of the equity shareholder is registered against DP ID-Client ID, then on the home page of https://evoting.kfintech.com, the equity shareholder may click 'Forgot Password' and enter DP ID-Client ID and PAN to generate a password.

III. Registration of e-mail address permanently with RTA/ Depository Participant(s): In case e-mail ID of a Member is not registered with the RTA/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses:

a) with the Depository Participant (in case of Shares held in dematerialised form);

b) with KFintech by sending an email request at the email ID evoting@kfintech.com (in case of Shares held in physical form).

IV. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com. For any grievances related to e-voting, please contact Mr. G. Ramdas, Senior Manager, KFin Technologies Limited (formerly known as KFin Technologies Private Limited), Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramgula, Hyderabad-500 032 at evoting@kfintech.com, Toll Free No: 1800-309-4001.

29. The remote e-voting period commences on Wednesday, 29th November, 2023 at 9.00 a.m. IST and ends on Friday, 1st December, 2023 at 5.00 p.m. IST (both days inclusive). During this period, the Members of the Company may cast their votes by remote e-voting in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date, being Friday, 24th November, 2023 will be entitled to cast their votes by remote e-voting.

30. The voting rights of the members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on Cut-Off Date, i.e., Friday, 24th November, 2023.

31. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

32. **VOTING DURING THE MEETING:**

i. Members who have not cast their vote through remote e- voting shall be eligible to cast their vote through e-voting system available during the Meeting. E-voting during the Meeting is integrated with the VC platform and no separate login is required for the same.

ii. Members who have voted through remote e-voting will be eligible to attend the Meeting, however, they shall not be allowed to cast their vote again during the Meeting.

iii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the Meeting and he will announce the start time of casting the vote during Meeting through the e-Voting platform of our RTA - KFintech and thereafter the e-Voting during Meeting shall commence.

iv. Upon declaration by the Chairman about the commencement of e-voting at Meeting, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the Meeting, which will take them to the 'Instapoll' page.

v. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

vi. However, this facility shall be operational till all the resolutions are considered and voted upon in the Meeting.

vii. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the Meeting. If a Member casts votes by both modes i.e. voting at Meeting and remote e-voting, voting done through remote e-voting shall prevail and vote at the Meeting shall be treated as invalid.

Other Instructions:

i. The Hon'ble Tribunal has appointed Mr. K.V. Singhal, Advocate, as the Scrutinizer to scrutinize the remote e-Voting process as well as e-Voting during the Meeting in a fair and transparent manner.

ii. The Scrutinizer shall immediately after the conclusion of voting at the Meeting unblock the votes cast through remote e-Voting (votes cast during the Meeting and votes cast prior to the Meeting) and make, not later than two (2) working days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Meeting or to any other person so authorized by him, who shall countersign the same.

iii. The results declared along with the Scrutinizer's Report shall be placed on the website of the Transferee Company at www.gmrinfra.com, at the Registered Office of the Transferee Company and on the website of Kfintech, at https://evoting.kfintech.com . The Transferee Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

Instructions for attending the Meeting through VC:

a) Members may access the platform to attend the Meeting through VC at https://emeetings.kfintech.com by using their DP ID / Client ID as applicable as the credentials.

b) The facility for joining the Meeting shall be open 15 minutes before the time scheduled to start the Meeting and will not be closed for at least 15 minutes after such scheduled time.

c) Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Microsoft Edge or Mozilla Firefox.

d) Members will be required to grant access to the web-cam to enable two-way video conferencing.

e) Members are advised to use stable Wi-Fi or LAN connection to participate at the Meeting through VC smoothly, without any fluctuations in the audio/video quality.

f) Members who may want to express their views or ask questions at the Meeting may visit https://evoting.kfintech.com and click on the tab **"NCLT Convened Meeting"** to post their queries in the window provided, by mentioning their name, demat account number, email ID and mobile number. The window shall remain active during the remote e-voting period and shall be closed on Friday, 1st December, 2023 at 5:00 p.m.

g) In addition to the above-mentioned step, the Members may register themselves as speakers for the Meeting to raise their queries. Accordingly, the Members may visit https://evoting.kfintech.com and click on tab **'Speaker Registration for NCLT Convened Meeting'** during the period mentioned below. Members shall be provided a 'queue number' before the Meeting. The Company reserves the right to restrict the speakers at the Meeting to only those Members who have registered themselves, depending on the availability of time for the Meeting.

The '**Speaker Registration'** window shall be activated on Monday, 27th November, 2023 at 9.00 A.M. and shall be closed on Tuesday 28th November, 2023 at 5.00 P.M. Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ ask questions during the Meeting provided they hold shares as on the Cut-Off Date i.e., Friday, 24th November, 2023.

h) Members who have not caste their vote through remote e- voting shall be eligible to cast their vote through e-voting system available during the Meeting. E-voting during the Meeting is integrated with the VC platform and no separate login is required for the same.

i) Members who may require any technical assistance or support before or during the Meeting are requested to contact KFintech at their toll free number 1800-309-4001 or write to them at einward.ris@kfintech.com and/or evoting@kfintech.com. Kindly quote your name, DP ID Client ID and e-voting EVEN Number in all your communications.

sd/-
Mr. Balvinder Singh
Chairperson for the Meeting

Date : 31st October, 2023
Place : Chandigarh, India.

Registered Office

Unit No.12, 18th Floor, Tower A,
Building No.5, DLF Cyber City,
DLF Phase-III, Gurugram-122002,
Haryana, India.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT CHANDIGARH

COMPANY APPLICATION (CAA) NO. 45/CHD/HRY/2023

IN THE MATTER OF:

Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

AND

IN THE MATTER OF:

Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited **("Transferor Company 1")** and GMR Infra Developers Limited **("Transferor Company 2")** and GMR Airports Infrastructure Limited **("Transferee Company")** and their respective shareholders and creditors.

AND

GMR AIRPORTS INFRASTRUCTURE LIMITED (formerly GMR Infrastructure Limited) (CIN: L45203HR1996PLC113564), PAN: AABCG8889P), a public limited company incorporated under the Companies Act, 1956, having its Registered Office at Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase– III, Gurugram– 122002, Haryana, India.

…Transferee Company

STATEMENT UNDER SECTION(S) 102, 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("2013 ACT") AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 ("2016 Rules"), SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA MASTER CIRCULAR NO. SEBI/HO/ CFD/POD-2/P/CIR/2023/93 DATED 20TH JUNE, 2023 ('SEBI SCHEME CIRCULAR'), READ WITH OTHER APPLICABLE SEBI CIRCULARS, EACH AS AMENDED, ACCOMPANYING THE NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF GMR AIRPORTS INFRASTRUCTURE LIMITED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH DATED 10th OCTOBER, 2023.

I. Meeting for the Scheme

This is a Statement accompanying the Notice convening the meeting of the Equity Shareholders of GMR Airports Infrastructure Limited **("Meeting")**, as per the directions given by the Hon'ble National Company Law Tribunal, Chandigarh Bench **("Hon'ble NCLT")** vide its Order dated 10th October, 2023 passed in the Company Application No. CA(CAA)/45/CHD/HRY/2023 **("Order")**. The Meeting is scheduled to be held on **Saturday, 2nd December, 2023 at 10:00 am (IST)**, through video-conferencing/other audio visual means ("VC/OAVM") for the purpose of considering, and if thought fit, approving, with or without modification(s) the proposed Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited **("Transferor Company 1")**, and GMR Infra Developers Limited **("Transferor Company 2")** and GMR Airports Infrastructure Limited **("Transferee Company")** and their respective shareholders and creditors ("**Scheme**").

The Hon'ble NCLT vide the Order dispensed with the convening of the following Meetings:-

i. Equity Shareholders of the Transferor Company 1;
ii. Preference Shareholders of the Transferor Company 1;
iii. Equity Shareholders of the Transferor Company 2;

iv. Secured Creditors of the Transferor Company 1;
v. Secured Creditors of the Transferee Company;
vi. Unsecured Creditors of the Transferor Company 1;
vii. Unsecured Creditors of the Transferor Company 2
viii. Unsecured Creditors of the Transferee Company.

The Transferor Company 2 and the Transferee Company have no preference shareholders. The Transferor Company 2 has no secured creditors.

The Scheme provides for *inter-alia* :-

a. the amalgamation of the Transferor Company 1 into and with the Transferor Company 2;

b. amalgamation of the Transferor Company 2 (Resulting Company pursuant to amalgamation of Transferor Company 1 into and with the Transferor Company 2) into and with the Transferee Company;

c. transfer of authorised capital of Transferor Company 1 into Transferor Company 2 and its amalgamation with the authorized share capital of the Transferor Company 2 (Part C of the Scheme) and transfer of the authorized capital of the Transferor Company 2 (Resulting Company pursuant to amalgamation of Transferor Company 1 into and with the Transferor Company 2) and its amalgamation with the authorized share capital of the Transferee Company (Part D of the Scheme);

d. issuance of equity shares and OCRPS in terms of the scheme by Transferor Company 2 under Part C of the Scheme and by the Transferee Company under Part D of the Scheme.

e. the cancellation of the equity shares of the Transferor Company 1 held by the Transferor Company 2;

f. the cancellation of the equity shares and optionally convertible redeemable preference shares of the Transferor Company 2 held by the Transferee Company;

g. dissolution of the Transferor Company 1 and Transferor Company 2 without being wound up.

Capitalized terms not defined herein and used in the Notice and this

Statement shall have the same meaning as ascribed to them in the Scheme.

The Transferor Company 1, Transferor Company 2 and Transferee Company are hereinafter also collectively referred to as the **"Companies",** as the context may admit.

A copy of the Scheme is annexed as **Annexure 1.**

II. Rationale for the Scheme

As part of a restructuring of their operations, the Board of Directors of the Transferor Company 1, Transferor Company 2 and the Transferee Company have proposed to consolidate the operations and management of the Transferor Company 1 into and with the Transferor Company 2, and thereafter, consolidate the operations and management of the merged Transferor Company 2 into and with the Transferee Company, as detailed in this Scheme. The rationale for, and the benefits of, the amalgamation of the Transferor Company 1 and the Transferor Company 2, into and with the Transferee Company, and the Scheme are *inter alia* as follows:

(a) consolidation of the business of the Companies, leading to synergies of operations and resulting in the expansion and long-term sustainable growth of each Company's business, which will create greater value for the resultant entity (i.e., the Transferee Company);

(b) streamlining the corporate organizational structure of the Companies by reducing the number of legal entities involved in the business, and by reducing the number of layers of legal entities. This would provide several benefits, including enhanced managerial focus in a single amalgamated entity (being the Transferee Company), seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances, costs rationalization and enhancement of the efficiency and control of the Companies, as well as improving the mechanisms for upstreaming of free cash flows and shareholder returns. This, in turn, will also assist shareholders and investors in better understanding and evaluating the structure and strength of the operations of the Transferor Company 1 and Transferor Company 2, with the

Transferee Company also being more attractive to investors looking to invest in the airports sector;

(c) ensuring a stronger and wider capital and financial base for the Transferee Company, along with greater access to capital, the reduction of cost of capital, and efficient and optimal utilisation of cash resources of the Companies, and thereby facilitating future growth and expansion;

(d) bringing about greater integration, operational and organisational rationalisation and effective utilisation of the combined resources of the Companies to enhance the operational efficiency of the Transferee Company; and

(e) enabling greater economies of scale and reduction in/avoiding duplication of overheads, administrative, managerial and other common costs, and adoption of an integrated approach to internal policies, including those pertaining to remuneration, employee benefits, workplace rules and policies.

Accordingly, the Scheme is in the best interests of the Companies and their respective shareholders and creditors.

III. <u>Background of the Companies involved in the Scheme:</u>

1. GMR Airports Limited ("Transferor Company 1")

a. Particulars

i. The Transferor Company 1 is a public limited company, incorporated on 06th February, 1992 under the provisions of the Companies Act, 1956 **("1956 Act")** in the State of Tamil Nadu under the name of Medvin Finance Private Limited. The name of the Transferor Company 1 was changed to GVL Investments Private Limited in terms of fresh Certificate of Incorporation consequent to the change of name dated 28th April, 2005 issued by the Registrar of Companies, Tamil Nadu. The Registered Office of the Transferor Company 1 was changed from the State of Tamil Nadu to the State of Karnataka in terms of Certificate of Registration dated 13th October, 2005 issued by the Deputy Registrar of Companies, Bangalore, Karnataka. The name of the Transferor Company 1 was changed to GMR Airports Holding Private Limited in terms of fresh Certificate of Incorporation consequent upon change of name dated 10th November, 2009 issued by the Registrar of Companies, Karnataka. Subsequently, the Transferor Company 1 was converted into a public limited company and the name of the Transferor Company 1 was changed to GMR Airports Holding Limited in terms of fresh Certificate of Incorporation consequent upon name change dated 9th February, 2010 issued by the Registrar of Companies, Karnataka. Thereafter, the name of the Transferor Company 1 was changed to GMR Airports Limited in terms of fresh Certificate of Incorporation consequent upon change of name dated 3rd May, 2012 issued by the Registrar of Companies, Karnataka. The Registered Office of the Transferor Company 1 was changed from the State of Karnataka to the State of Haryana (to BCCL, Times Internet Building, Second Floor, Plot No. 391, Udyog Vihar Phase -III, Gurugram 122016) in terms of Certificate of Incorporation dated 2nd March, 2022 issued by the Deputy Registrar of Companies, NCT of Delhi and Haryana. The registered office of the Transferor Company 1 was subsequently changed to, and currently is situated at TEC Cybercity, Level 18, Tower A, Building No. 5, DLF Cyber City, DLF Phase- III, Gurugram- 122002. There has been no alteration to the main objects of the Transferor Company 1 in the preceding 5 years.

The Corporate Identity Number of the Transferor Company 1 is U65999HR1992PLC101718 and Permanent Account Number is AAACM7791H. Email address of the Transferor Company 1 is GAL.Secretarial@gmrgroup.in.

ii. The Equity Shares of the Transferor Company 1 are not listed on any Stock Exchange in India.

iii. The Transferor Company 1 has issued certain debt securities/Non-Convertible Debentures **(“NCDs”)** which are listed on the debt segment of the BSE Limited **(“BSE”)**.

iv. The Transferor Company 1 is registered with the Reserve Bank of India **(“RBI”)** as a systemically important Core Investment Company and is engaged in the business of holding the shares and securities of, and lending funds to, group companies, which, in turn, own, develop, manage and/or operate airports and related infrastructure in India and abroad. The Transferor Company 1 is also engaged in certain airport-related businesses, including the provision of engineering, procurement, and construction (EPC) services. The Transferor Company 1 is a subsidiary of the Transferee Company.

b. The extract of the main objects of the Transferor Company 1 as per the Memorandum of Association has been reproduced below.

“1. To carry on the business of development, maintenance and operation of airport, carryout detailed studies for the airport project inclusive of physical/ engineering surveys and investigation, concept planning, detailed master planning, detailed design and engineering and all such activities including investment that together provides the basis for the implementation of the project.

2. To undertake and carry on the business of providing financial assistance by way of subscription to or investing in the equity shares, preference shares, debentures, Bonds including providing of long term and short term loans, subscription to fully convertible bonds non-convertible bonds, partially convertible bonds, optional convertible bonds etc., giving guarantees or any other financial assistance as may be conducive for development ,construction, operation, maintenance etc., of projects in India or abroad in the fields of airports, all airport related *activities including aeronautical, non-aeronautical, commercial, airport city development, etc., aviation, roads, highway, power generation and for power distribution or any other form of power, telecommunication services, bridge(s), airport(s), ports, rail system(s), water supply, irrigation, sanitation and sewerage system(s), Special Economic Zones or other Export Promotion Parks, Software Technology Parks, Electronic Hardware Parks, Bio –Technology Parks and any other industrial parks or any other facility of similar nature.*

3. *To renovate, expand and manage Airport(s) and all airport related businesses including aeronautical, non-aeronautical, commercial, airport city development, etc. ,including all assets and infrastructure, such as runways, taxiways, aprons, terminals for passengers and provide cargo amenities, ancillary buildings to provide the aeronautical facilities and services, including but not limited to, flight operation assistance and crew support systems, movement and parking of aircraft and control facilities, hangarage of aircraft, flight information display screens, rescue and fire-fighting services and non-aeronautical services, including but not limited to aircraft.*

4. *cleaning services, airline lounges, cargo handling, cargo terminals, ground handling services and other general aviation services to provide other essential services like toilets, trolleys, passenger baggage handling, drinking water, etc.; and aero-bridges, control systems, flight kitchens, shopping areas, fire stations, parking, fuel hydrants, fuel infrastructure, link taxiways for domestic and international flights, etc.*

5. *Subject to applicable laws, to promote, operate, maintain, develop, design, construct, upgrade, modernize, manage, finance, renovate, expand*

and/or alter all facilities, including airport related businesses viz. aeronautical, non-aeronautical, commercial, airport city development etc. workshops for maintenance of aircraft, hotels, restaurants, retiring rooms, airport lounges, tourist resort rooms, transport package, taxi services, parking, golf-courses, convention and exhibition facilities ,commercial complexes, duty free shops, food and beverages outlets, advertising, entertainment facilities, foreign exchange facilities, information technology parks, auditorium, theatre, logistics, redistribution centres, aircraft maintenance centers, aviation training academics, booking counters and warehouses, railway links (light rail, mono-rails, maglev),mass rapid transit systems, air-linkages and road linkages, either individually or jointly with any third party, including any companies, bodies corporate, Government of India, any State Government, statutory authority organization.

6. To promote, operate, maintain, develop, design, construct, upgrade, modernize, finance, manage, renovate, expand and/or alter any airport in India or abroad and also airport related businesses including aeronautical, non-aeronautical, commercial, airport city development, etc. And to provide infrastructure facilities for domestic and international flights, such as runways, terminals for passengers, cargo and passenger amenities and all other related, allied and ancillary facilities, including commercial and non-aero activities, either alone or as a joint venture with a third party (such third party may be a private entity, any statutory authority, Government of India, any State Government or any organization).

7. To develop and provide consultancy services in airports construction and/or management services and to undertake operations related to airport ground aids and facilities connected therewith including consultancy services on all airport related *activities not limited to aero, non-aero, commercial, property development and other activities.”*

c. The capital structure of the Transferor Company 1 as on 19th March, 2023 (Pre-Scheme Capital) is as below:-

AUTHORISED SHARE CAPITAL	
Number and kind of shares	**Amount (INR)**
1,500,000,000 equity shares of INR 10/- each	15,000,000,000
1,500,000,000 preference shares of INR 10/- each	15,000,000,000
TOTAL	**30,000,000,000**
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
Number and kind of shares	**Amount (INR)**
1,406,669,470 equity shares of INR 10/- each	14,066,694,700
442,855,639 Compulsory Convertible Preference Shares of INR 10/- each	4,428,556,390
TOTAL	**18,495,251,090**

While there has been no change in the aforesaid Issued, Subscribed and Paid-up share capital structure of the Transferor Company 1 subsequent to 19th March, 2023, the Board of Directors of Transferor Company 1, at its meeting held on 11th August, 2023 and subsequently, shareholders at their meeting held on 27th September, 2023 had approved the re-classification of the Authorised Capital as below:

AUTHORISED SHARE CAPITAL	
Number and kind of shares	**Amount (INR)**
1,600,000,000 equity shares of INR 10/- each	16,000,000,000
1,400,000,000 preference shares of INR 10/- each	14,000,000,000
TOTAL	**30,000,000,000**

d. Financial details of Transferor Company 1.

The audited financial statement of the Transferor Company 1 for the financial year ended 31st March, 2023 and unaudited financial results of the Transferor Company 1 as on 30th June, 2023 are annexed as **Annexure "2".**

e. The details of the Directors and Key Managerial Personnel (KMPs) and Promoters of Transferor Company 1 as on 31st August, 2023.

i. Details of the Promoter:-

S.No.	Name of the Promoter/ Promoter Group	Category	Address
1	GMR Airports Infrastructure Limited	Promoter	Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase– III, Gurugram– 122002, Haryana, India.

ii. Details of Directors and Key Managerial Personnel (KMPs).

S.No.	Name of the Director/ KMPs	DIN	Designation	Address
1.	Mr. G. M. Rao	00574243	Non-Executive Chairman	D-17, Pushpanjali Farms, Dwarka Link Road, Bijwasan, Delhi-110061
2.	Mr. Grandhi Kiran Kumar	00061669	Joint Managing Director and CEO (KMP)	The 118 Apartment 36, Fountain street, United Arab Emirates, Dubai
3.	Mr. Srinivas Bommidala	00061464	Joint Managing Director	Sy No. 7/26/1, NITTE Meenakshi Engg. College Road Vodeyarapura, Yelahanka Hobli, Bengaluru 560063
4.	Mr. Grandhi Buchisanyasi Raju	00061686	Vice Chairman	D-17, Pushpanjali Farms, Dwarka Link Road, Bijwasan, Delhi 110061
5.	Mr. Antoine Roger Bernard Crombez	09069083	Executive Director and Deputy CEO	A 15/25, Second Floor, Vasant Vihar, New Delhi-110057
6.	Mr. A. Subba Rao	00082313	Independent Director	Dwarakamai, 308, 14th Cross, 8th Main Sector-6, HSR Layout, Bangalore-560102
7.	Ms. Bijal Tushar Ajinkya	01976832	Independent Director	1001, 10th Floor, Hari Bhavan, Tejpal Lane August Kranti Maidan, Grant Road, Mumbai-400007
8.	Mr. Alexandre Guillaume Roger Ziegler	09382849	Independent Director	4 Square, Jean-Paul Laurens, 75016, Paris, France
9.	Mr. Indana Prabhakara Rao	03482239	Executive Director (Whole time Director)	Flat No. 501, Block-25, Manhatten

				Personal Floor, Heritage City, Gurugram-122012
10.	Mr. Augustin de Romanet De Beaune	08883005	Non-Executive Director	99 Rue du Bac, Paris, France 75007
11.	Mr. Philippe Pascal	08903236	Non-Executive Director	21 Residence Da La Madeleine 78460 Chevreuse France
12.	Mr. Xavier Hurstel	08732167	Non-Executive Director	195, Boulevard Malesherbes, Paris, France – 75017
13.	Mr. Fernando Echegaray Del Pozo	09168107	Non-Executive Director	16, Rue Pierre Cherest 92200 Neuilly Sur Seine, France
14.	Mr. Gadi Radha Krishna Babu	-	Chief Financial Officer	Sai Krishna, Door No. 1-4-61/2, Street No 8/6, Habsiguda, Hyderabad, Telangana, 500007
15.	Mr. Sushil Kumar	-	Company Secretary	C-13/10, Ground Floor, Ardee City, Sector 52, Gurugram, Haryana-122011

2. **GMR Infra Developers Limited ("Transferor Company 2".**

a. **Particulars**

i. The Transferor Company 2 is a public limited company incorporated on 27th February, 2017 under the 2013 Act in the State of Maharashtra. The Object clause of the Transferor Company 2 was altered by inserting the following:

"(5) To manufacture, import, export, buy, sell, manipulate, prepare for market, preserve, warehouse, process, consume and otherwise trade or deal in goods, produce, articles and

merchandise of all types, on retail or wholesale cash and carry basis, including:

(a) oils, vegetable oils and fats, vegetable and artificial ghee, oil made or processed from seeds, products of plantation, horticulture, agriculture and forest products, foods from agriculture products, Dairy products, Horticulture and Poultry products, Fruits, Vegetables, Flowers, Meats and processed foods, fast foods, health and instant foods of all kinds, including baby and dietic foods, and food stuffs and consumable provisions, derivatives food preparations of every kind and description.

(b) chemical products of any nature and kind whatsoever, stainless steel, aluminum sheets, ceramic, wood, leather, glass, acrylic, plastic, wax and other metal / alloys sheet required and/or used in the house hold / official goods, architectural, construction automobiles, railway transport and other allied sectors.

(c) other retail goods, materials, merchandise, produce, articles and commodities of all kinds and description.

(6) To carry on the business of Engineering, Procurement, Construction and to develop, maintain operate and provide any type of consultancy services in relation to development of town, city, road, highway project, bridge, port, inland

waterways and inland ports, water supply project, irrigation project, sanitation and sewerage system, water treatment systems, solid waste management system or any other public facility of similar nature and the business of identifying and consulting Infrastructure projects, project ideas, to prepare project profiles, project reports, market research, feasibility studies and report, pre investment studies at micro and macro level, act as an adviser in management of undertaking business enterprises, technical process, sources of plant and machinery and other utilities for business entrepreneurs, investment counseling, portfolio management, providing financial and investment assistance syndication of financial arrangement either in domestic market or international market, assisting the setting up of joint ventures, assisting in drafting joint development agreements between developers, financial and allied consultancy services in furtherance of the main objects." in terms of Certificate of Registration of the Special Resolution confirming Alteration of Object Clause dated 21st April, 2021.

The Registered Office of the Transferor Company 2 was changed from the State of Maharashtra to the State of Haryana in terms of Certificate of Registration dated 11th July, 2023. The Transferor Company 2 is a wholly owned subsidiary of the Transferee Company. The registered office of the Transferor Company 2 is situated at Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase– III, Gurugram–122002, Haryana, India. The Corporate Identity Number of the Applicant Transferor Company 2 is U74999HR2017PLC113214 and Permanent Account Number is AAGCG7159M. The email address of the Transferor Company 2 is Csd-group@gmrgroup.in.

ii. The Transferor Company 2 has been incorporated with the object of, *inter-alia*, undertaking infrastructure business, providing financial assistance for development, construction, operation, and maintenance of infrastructure projects in India, and is engaged in the business of infrastructure construction services.

iii. The Equity Shares of the Transferor Company 2 are not listed on any Stock Exchange.

b. The extract of the main objects of the Transferor Company 2 as per the Memorandum of Association has been reproduced below.

"1. To carry on either by itself or through associate or subsidiary companies:

a. The business of developing, maintaining and operating of road, highway project, bridge, expressways, Intra-urban roads and/or peri-urban roads like ring roads and/or urban by-passes, fly-overs, bus and truck terminals, subway, port, inland waterways and inland ports, water supply project, irrigation project, sanitation and sewerage system, water treatment systems, solid waste management system or any other public facility of similar nature, and development of housing projects.

b. To carry on the business of developing, maintaining and operating of Special Economic Zones or other Export Promotion Parks, Software Technology Parks, Electronic Hardware Parks, Bio-Technology Parks and other industrial parks either individually or as joint venture with any company/ firm/individual/consultant whether local or foreign.

c. *To carry on the business of developing, maintaining and operating rail system, mass rapid transit system, light rain transit system, Inland Container Depot (ICD) and Central Freight Station(CFS).*

d. *To carry on the business of developing, maintaining and operating of providing telecommunication services whether basic or cellular including radio paging, domestic satellite service or network of trunking and electronic data interchange services, the telecommunication services be provided either by satellite owner and operated by an Indian company or a foreign company.*

e. *To carry on the business of developing, maintaining and operating of any other facility that may be noticed in future as infrastructure facility as infrastructure facility either by the State Governments and/or the Government of India or any other appropriate authority or body.*

c. **The capital structure of the Transferor Company 2 as on 19th March, 2023 is as under :-**

AUTHORISED SHARE CAPITAL	
Number and kind of shares	**Amount (INR)**
50,000 equity shares of INR 10/- each	5,00,000
TOTAL	**5,00,000**
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
Number and kind of shares	**Amount (INR)**
50,000 equity shares of INR 10/- each	5,00,000
TOTAL	**5,00,000**

There has been no change in the aforesaid share capital structure of the Applicant/Transferor Company 2 subsequent to 19th March, 2023.

d. Financial details of Transferor Company 2

The audited financial statement of the Transferor Company 2 for the financial year ended 31st March, 2023 and unaudited financial results of the Transferor Company 2 as on 30th June, 2023 are annexed as **Annexure "3".**

e. The details of the Directors and Key Managerial Personnel (KMPs) and Promoters of Transferor Company 2 as on 31st August, 2023.

i. Details of the Promoter:-

S.No.	Name of the Promoter	Category	Address
1.	GMR Airports Infrastructure Limited	Promoter	Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase– III, Gurugram– 122002, Haryana, India.

ii. Details of Directors and Key Managerial Personnel (KMPs).

S.No.	Name of the Director/ KMPs	DIN	Designation	Address
1.	Mr. Subbarao Gunuputi	00064511	Director	D-168, Defence Colony, Lajpat Nagar, New Delhi-110024
2.	Mr. Saurabh Chawla	01043739	Director	B-5/148 Safdarjung Enclave, South West

				New Delhi-110029
3.	Mr. Suresh Bagrodia	05201062	Director	1B 601, Greenacres 325 Lokhandwala Complex, Andheri West Mumbai, Maharashtra-400053
4.	Mr. Maddula Srinivas Venkata	02477894	Director	F-2302, New Jai Bharat CGHS, Plot No.5, Sector-4, Dwarka, Delhi-110077

3. GMR Airports Infrastructure Limited ("Transferee Company")

a. Particulars

i. The Transferee Company is a public limited company incorporated on 10th May, 1996 under the 1956 Act in the State of Andhra Pradesh under the name of Varalakshmi Vasavi Power Projects Limited. The name of the Transferee Company was changed to GMR Vasavi Infrastructure Finance Limited in terms of fresh Certificate of Incorporation consequent on change of name dated 31st May, 1999 issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the Transferee Company was changed to GMR Infrastructure Limited in terms of fresh Certificate of Incorporation consequent on change of name dated 24th July, 2000 issued by the Deputy Registrar of Companies, Andhra Pradesh. The Registered Office of the Transferee Company was shifted from the State of Andhra Pradesh to the State of Karnataka in terms of Certificate of Registration dated 4th October, 2004 issued by the Deputy Registrar of Companies, Karnataka. Further, the Registered Office of the Transferee Company was changed from the State of Karnataka to the State of Maharashtra in terms of Certificate of Registration dated 14th May, 2016 issued by the Registrar of Companies, Mumbai. The name of the Transferee Company was changed to GMR Airports Infrastructure Limited in terms of Certificate of Incorporation

pursuant to change of name dated 15th September, 2022 issued by the Registrar of Companies, Mumbai. The Registered Office of the Transferee Company was changed from the State of Maharashtra to the State of Haryana in terms of Certificate of Registration dated 24th July, 2023 issued by the Registrar of Companies, NCT of Delhi & Haryana. The registered office of the Transferee Company is situated at Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase– III, Gurugram– 122002, Haryana, India. There has been no alteration to the main objects of the Transferee Company in the preceding 5 years.
The Corporate Identity Number of the Applicant Transferee Company is L45203HR1996PLC113564 and Permanent Account Number is AABCG8889P. The Email address of the Transferee Company is Gil.Cosecy@gmrgroup.in.

ii. The Transferee Company is engaged in the business of infrastructure activities, executing projects either by itself or through special purpose vehicles, providing support activities, as well as, supervisory and management functions, to its group entities. The Transferee Company is the holding company of the Transferor Company 1 and Transferor Company 2.

iii. The Equity Shares of the Transferee Company are listed on BSE and the National Stock Exchange of India Limited **("NSE")**.

b. The extract of the main objects of the Transferee Company as per the Memorandum of Association has been reproduced below.

"1(a). To carry on the business of developing, maintaining and operating of road, highway project, bridge, expressways, Intra-urban roads and/or peri-urban roads like ring roads and/or urban by-passes, fly-overs, bus and truck terminals, subways, port, inland waterways and inland ports, water supply project, irrigation project, sanitation and sewerage system, water treatment systems, solid waste management system or any other public facility of similar nature.

(b) *To carry on the business of developing, maintaining and operating construction and development of housing projects either individually or as joint venture with any other company/firm/individual/consultant whether local or foreign.*

(c) *To carry on the business of developing, maintaining and operating of Special Economic Zones or other Export Promotion Parks, Software Technology Parks, Electronic Hardware Parks, Bio-Technology Parks and other industrial parks either individually or as joint venture with any company/ firm/ individual/ consultant whether local or foreign.*

(d) *To carry on the business of developing, maintaining and operating rail system, mass rapid transit system, light rain transit system, Inland Container Depot (ICD) and Central Freight Station(CFS).*

(e) *To carry on the business of developing, maintaining and operating of airport, carry out detailed studies for the airport project inclusive of physical/engineering surveys and investigation, concept planning, detailed master planning, detailed design and engineering and all such Activities that together provide the basis for the implementation of the project.*

(f) *To design, develop, fabricate, manufacture, assemble, export from and import into India, buy, sell or otherwise deal in and to act as consultants or render services in connection with all kinds of telecommunication equipments including terminal equipments, exchange equipments, electronic private automatic branch exchanges (EPABX), rural automatic exchanges(RAX),telephone instruments, switching exchanges, equipment's, power line protective relay systems wave traps, measuring and testing instruments, wire group selectors and inter digital multi line connectors, power line carriers, communication equipment systems, radar and satellite communication equipments, digital telemetering control systems and all components, accessories, spare parts, kits and sub-assemblies in respect thereof.*

(g) *To carry on the business of developing, maintaining and* *operating of providing telecommunication services whether basic or cellular including radio paging, domestic satellite service or network of trunking and electronic data interchange services, the telecommunication services be provided either by satellite owner and operated by an Indian company or a foreign company.*

(h) To carry on the business of developing, maintaining and operating of any other facility that may be noticed in future as infrastructure facility either by the state Governments and/or the Government of India or any other appropriate authority or body."

c. The capital structure of Transferee Company as on 19th March, 2023 is as follows:

SHARE CAPITAL DETAILS	
Share Capital	**Amount (In INR)**
Authorised share capital	
13,550,000,000 equity shares of INR 1 each	13,550,000,000
10,00,000 preference shares of INR 1,000 each	1,000,000,000
TOTAL	14,550,000,000
Issued, subscribed and paid-up share capital	
603,59,45,275 equity shares of INR 1, each fully paid-up	6,035,945,275
TOTAL	6,035,945,275

There has been no change in the aforesaid share capital structure of the Transferee Company subsequent to 19th March, 2023.

d. Financial details of the Transferee Company.

The audited financial statement of the Transferee Company for the financial year ended 31st March, 2023 and unaudited financial results of the Transferee Company as on 30th June, 2023 are annexed as **Annexure "4".**

e. **The expected share capital structure of the Transferee Company (Post-Scheme) is as under:-**

SHARE CAPITAL DETAILS	
Share Capital	**Amount (In INR)**
Authorised share capital	
1,42,67,58,56,810 equity shares of INR 1 each	1,42,67,58,56,810
10,00,000 preference shares of INR 1,000 each	1,00,00,00,000
3,61,28,38,800 preference shares of INR 40 each	1,44,51,35,52,000
TOTAL	**2,88,18,94,08,810**

Issued, subscribed and paid-up share capital	
10,55,89,75,952 equity shares of INR 1, each fully paid-up	10,55,89,75,952
6,51,11,022 OCRPS of INR 40, each fully paid-up	2,60,44,40,880
TOTAL	**13,16,34,16,833**

The expected shareholding pattern shall be as follows:

S. No.	**Name of Shareholder**	**No. of equity shares**	**% of equity holding.**
A. Promoter and Promoter Group			
1.	GMR Group	3,55,51,69,176	33.67
2.	ADP	3,15,30,31,945	29.86

3.	GISL	25,75,82,066	2.44
TOTAL (A)		**6,96,57,83,187**	**65.97**
B. PUBLIC			
1.	Public	3,59,31,92,765	34.03
	Total (B)	3,59,31,92,765	34.03
TOTAL EQUITY (A)+(B)		**10,55,89,75,952**	**100.00**
S.No.	**Nature of Securities**	**No. of Securities**	**% of holding**
C. FCCBs and OCRPS			
1.	Foreign currency convertible bonds – ADP	3,30,817 (of EUR 1000 each)	
2.	OCRS – GISL	6,51,11,022 (of INR 40 each)	

(Number of equity shares and percentage of equity holding to be adjusted to reflect the actual shareholding of the GMR Group and public shareholders in the Transferee Company on the Effective Date of the Scheme).

f. The details of the Directors and Key Managerial Personnels (KMPs) and Promoters of Transferee Company as on 31st August, 2023.

i. Details of the Promoter and Promoter Group:-

S.No.	Name Of The Promoter/Promoter Group	Category	Address
1.	Mallikarjuna Rao Grandhi (HUF)	Promoter Group	No.25/1, Skip House, Museum Road, Bangalore-560025
2.	Grandhi Butchi Sanyasi Raju (HUF)	Promoter Group	D-17, Pushpanjali Farms, Dwarka Link Road, Bijwasan, New Delhi 110061

3.	Kirankumar Grandhi (HUF)	Promoter Group	25/1, Skip House , Museum Road, Bangalore 560025
4.	Srinivas Bommidala (HUF)	Promoter Group	25/1, Skip House, Museum Road, Bangalore-560025
5.	Mallikarjuna Rao Grandhi	**Promoter**	D-17, Pushpanjali Farms, Dwarka Link Road, Bijwasan, Delhi-110061
6.	G Varalakshmi	Promoter Group	486/76, Varalakshmi Nilayam, 1st Main Road, 38th Cross, Jayanagar 8th Block, Bangalore - 560082
7.	Srinivas Bommidala	Promoter Group	Sy No. 7/26/1, NITTE Meenakshi Engg. College Road Vodeyarapura, Yelahanka Hobli, Bengaluru 560063
8.	Kirankumar Grandhi	Promoter Group	The 118 Apartment 36, Fountain street, United Arab Emirates, Dubai
9.	Grandhi Ragini	Promoter Group	D-17, Varalakshmi Nilayam, Pushpanjali Farms, Bijwasan, New Delhi 110061
10.	G B S Raju	Promoter Group	D-17, Pushpanjali Farms, Dwarka Link Road, Bijwasan, Delhi 110061
11.	B Rama Devi	Promoter Group	Sy. No. 7/26/1, NITTE Meenakshi Engg College Road, Vodeyarapura, Yelahanka Hobli, Bangalore 560063
12.	Grandhi Smitha Raju	Promoter Group	D-17,Pushpanjali Farms, Dwarka Link Road,

			BIjwasan, Delhi 110061
13.	GMR Enterprises Private Limited	Promoter	Third Floor, Old No. 248/New No. 114 Royapettah High Road, Royapettah, Chennai, Royapettah, Tamil Nadu, India, 600014
14.	Hyderabad Jabilli Properties Private Limited	Promoter Group	GROUND FLOOR, SKIP HOUSE 25/1, MUSEUM ROAD, Bangalore, BANGALORE, Karnataka, India, 560025
15.	Varalakshmi Enterprises LLP	Promoter Group	25/1, SKIP HOUSE MUSEUM ROAD, BANGLAORE, Karnataka, India, 560025
16.	GMR Infra Ventures LLP	Promoter Group	25/1, SKIP HOUSE MUSEUM ROAD, Bangalore, BANGALORE, Karnataka, India, 560025
17.	GMR Business And Consultancy LLP	Promoter Group	No.1B, First floor, Riaz Garden, Old No. 12,New No. 29, Kodambakkam High Road Chennai, Chennai, Tamil Nadu, India, 600034
18.	Cadence Retail Private Limited	Promoter Group	Ground Floor, New Udaan Bhawan, Opposite Terminal-3, IGI Airport, South West Delhi, New Delhi, Delhi, India, 110037
19.	Grandhi Buchi Sanyasi Raju And Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee	Promoter Group	No.25/1, Skip House, Museum Road, Bangalore-560025

20.	Grandhi Kiran Kumar And Ragini Trust - Mr. G. Kiran Kumar, Trustee	Promoter Group	No.25/1, Skip House, Museum Road, Bangalore-560025
21.	Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee	Promoter Group	No.25/1, Skip House, Museum Road, Bangalore-560025
22.	Srinivas Bommidala And Ramadevi Bommidala Trust - Mr Srinivas Bommidala, Trustee	Promoter Group	No.25/1, Skip House, Museum Road, Bangalore-560025

ii. Details of Directors and Key Managerial Personnel (KMPs).

S.No.	**Name of the Director/ KMPs**	**DIN**	**Designation**	**Address**
1.	Mr. G.M. Rao	00574243	Non-Executive Chairman	D-17, Pushpanjali Farms, Dwarka Link Road, Bijwasan, Delhi-110061
2.	Mr. Grandhi Kiran Kumar	00061669	Managing Director & CEO (KMP)	The 118 Apartment 36, Fountain street, United Arab Emirates, Dubai
3.	Mr. Srinivas Bommidala	00061464	Non-executive Director	Sy No. 7/26/1, NITTE Meenakshi Engg. College Road Vodeyarapura, Yelahanka Hobli, Bengaluru 560063
4.	Mr. G.B.S. Raju	00061686	Non-executive Director	D-17, Pushpanjali Farms, Dwarka Link Road, Bijwasan, Delhi 110061
5.	Mr. B.V.N. Rao	00051167	Non- Executive Director	98, Next to NAL Layout, Behind FCI Building East End Main Road 4th Block, Jayanagar, Bangalore – 560041
6.	Mr. Madhva Bhimcharya Terdal	05343139	Non- Executive Director	, Floor 20, Plot 956, 2 Pearl Residency,

				Rahimtullah Sayani Road, Prabhade Mumbai-400025
7.	Mr. Suresh Lilaram Narang	08734030	Independent Director	20-01, Beverly Hill Apartments, 61, Grange Road, Singapore-249570
8.	Mr. S.R. Bansal	06471984	Independent Director	Plot no. 29, 2nd Floor, Sector 12 A, Dwarka, Delhi -110078
9.	Dr. M. Ramachandran	01573258	Independent Director	Flat No. RSD 032, Block D, DLF Riverside, Janatha Road, Vytila, Ernakulam, Kerala-682019
10.	Dr. Emandi Sankara Rao	05184747	Independent Director	B 23,24 Albert Mansion Road no. 7, Prabhat Colony, Santacruz (East), Mumbai, Maharashtra-400055
11.	Mr. Subba Rao Amarthaluru	00082313	Independent Director	Dwarakamai, 308, 14th Cross, 8th Main Sector-6, HSR Layout, Bangalore-560102
12.	Ms. Bijal Tushar Ajinkya	01976832	Independent Director	1001, 10th Floor, Hari Bhavan, Tejpal Lane August Kranti Maidan, Grant Road, Mumbai-400007
13.	Mr. Saurabh Chawla	01043739	Chief Financial Officer	B-5/148 Safdarjung Enclave, South West New Delhi-110029
14.	Mr. T. Venkat Ramana	-	Company Secretary	A 501, Navrattan CGHS Ltd., Plot 7A, Sector 23, Dwarka, New Delhi- 110075

IV. Salient Feature of the Scheme

The salient features of the Scheme, *inter-alia*, are as below:-

A. "**Applicable Law**" or "**Law**" means, with reference to any entity or person, any statute, law, regulation, ordinance, rule, Judgment, notification, rule of common law, notice, order, decree, bye-law, clearance, License, directive, guideline, requirement or other governmental restriction, or any similar form of decision, or determination, or any interpretation, policy or administration, having the force of law of any of the foregoing, by any Governmental Authority having jurisdiction over the matter in question, that is binding on, or applicable to, such entity or person.

B. "**Appointed Date**" is 1st April, 2023 or such other date as may be agreed among the Boards of Directors of the Transferor Company 1, the Transferor Company 2 and the Transferee Company, or as the Tribunal may direct/ approve.

C. "**Effective Date**" under the Scheme shall have the meaning assigned to such terms in paragraph 13.1.4 of Part E of the Scheme.

Upon satisfaction of the conditions specified in paragraph 13.1.1 of the Scheme, and filing of the certified copy of the order of the Tribunal sanctioning the Scheme with the relevant Registrar of Companies, the Scheme shall become effective from the Appointed Date and operative from the date on which all of the conditions at paragraph 13.1.1 of the Scheme have been met and the certified copy of the sanction order of the Tribunal and Scheme is filed with the jurisdictional Registrar of Companies, which date shall be known as the "**Effective Date**".

D. **"Tribunal"** means the National Company Law Tribunal, Bench at Chandigarh.

E. "**Transferor Company 2**" means: (i) prior to the Appointed Date, GMR Infra Developers Limited, a public limited company incorporated under the provisions of the 2013 Act; or (ii) the resulting company pursuant to the amalgamation of the Transferor Company 1 and GMR Infra Developers Limited, as contemplated in **PART C** of the Scheme, as applicable.

F. "**Undertaking**" in terms of the Scheme means as the context may require, the Transferor Company 1 and/or the Transferor Company 2, and includes, with reference to the relevant Transferor Company(ies), all the business, undertakings, assets, properties, investments and liabilities of such Transferor Company(ies), of whatsoever nature and kind and wherever situated, on a going concern basis and with continuity of business of such Transferor Company(ies), which shall include:

a. all movable assets, wherever situated, whether present, future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal, including without limitation current assets, furniture, fixtures, fixed assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventory, stock, prepaid expenses, utilities, actionable claims, earnest monies, security deposits and sundry debtors, bills of exchange, promissory notes, trade investment, investments in companies and entities, non-current investments, financial assets including shares, scrips, stocks, prepaid expenses, bonds, debentures, debenture stock and any other securities and accrued benefits thereto, outstanding loans and advances recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cheques and other negotiable instruments, cash and bank balances and deposits including accrued interests thereto with banks, Governmental Authority, other authorities, bodies and other Persons, benefits of any bank guarantees, performance guarantees, corporate guarantees, letters of credit and tax related assets, if any (including but not limited to accumulated tax loss, unabsorbed tax depreciation, minimum alternate tax credit, income taxes, goods and service tax, service tax, sales tax / central sales tax, value added tax, custom, excise and customs, entry tax / duty, deferred tax benefits, set-offs, advance tax, tax deducted at source and any other tax benefits, exemptions and refunds);

b. all immovable properties (i.e., land together with the buildings and structures standing thereon or under construction including roads, drains and culverts, bunk house, civil works, foundations for civil works, buildings, warehouses, offices, godowns, depots, guest houses and residential premises, those provided to/occupied by the Employees of the Transferor Company 1 and/or the Transferor Company 2 (as relevant, if any, etc.), including the interest of rental agreements for lease or licence or other rights to use of premises, and all plant and machineries constructed on or embedded or attached to any such immovable properties, in any case whether freehold, leasehold, right of way, leave and licensed or otherwise and documents of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interests in connection with the said immovable properties;

a. all Licences (paragraph 2.1.22 of the Scheme);

b. all Contracts (paragraph 2.1.7 of the Scheme);

c. all intangible assets, including Intellectual Property (paragraph 2.1.18 of the Scheme) rights;

d. all Employees (paragraph 2.1.11 of the Scheme) and Employee Funds (paragraph 2.1.12 of the Scheme);

e. all Liabilities (paragraph 2.1.21 of the Scheme);

f. all Proceedings (paragraph 2.1.29 of the Scheme);

g. all benefits, entitlements, incentives and concessions under incentive schemes and policies including without limitation under customs, excise, goods and services tax, entry tax, income tax laws, sales tax / central sales tax and value added tax, to the extent statutorily available, along with associated obligations of both the Transferor Companies and all taxes, duties, cess, etc., that are allocable, referable or related to both the Transferor Companies, including all or any refunds, credits and claims relating thereto;

h. all books, records, files, papers, engineering and process information, databases for production, procurement, commercial and management, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and all other books and records, whether in physical or electronic form;

i. right to any claim not preferred or made by either of the Transferor Companies (as relevant) in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by either of the Transferor Companies and any interest thereon, with regard to any law, act or rule or Scheme made by the Government, and in respect of set-off, carry forward of unabsorbed losses and/ or unabsorbed depreciation, deferred revenue expenditure, deduction, exemption, rebate, allowance, amortization benefit, etc. under the Income Tax Act, 1961 or taxation laws of other countries, or any other or like benefits under the said statute(s) or under and in accordance with any law or statute; and

l. any other assets and liabilities.

G. Part C of the Scheme provides for the amalgamation of the Transferor Company 1 into and with the Transferor Company 2 and accordingly, provides for the following: -

i. With effect from the Appointed Date, and upon the Scheme becoming effective, the Undertaking of the Transferor Company 1, together with all its estate, properties, assets, rights, claims, title and authorities, liabilities, contracts, employees, licences, records, approvals and interest, as applicable, being integral parts of the Transferor Company 1, shall stand transferred to and vested in, and be deemed to have been transferred to, and vested in and managed by, the Transferor Company 2, as a going concern, without any further deed, act or instrument, together with all its estate, properties, benefits, assets, rights, claims, title and authorities, liabilities and interest, as applicable, subject to the provisions of the Scheme and in accordance with Sections 230 to 232 of the 2013 Act, the Income Tax Act,1961 and all other provisions of Applicable Law.

ii. In respect of the assets of the Transferor Company 1 which are moveable in nature, or are incorporeal /intangible property, or are otherwise capable of transfer by manual/physical or constructive delivery of possession, or by endorsement and delivery, such assets shall, pursuant to the Scheme, stand transferred to, and vested in and/or deemed to be transferred to and vested in the Transferor Company 2, wherever located, and shall become the property and assets of the Transferor Company 2;

iii. All immovable properties of the Transferor Company 1, including land, together with the buildings and structures standing thereof, and rights and interests in immovable properties of the Transferor Company 1, whether freehold or leasehold or otherwise, and all documents of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties, shall stand transferred to and vested in, and be deemed to have been transferred to and vested in, the Transferor Company 2, without any further act or deed being done, or being required to be done, by the Transferor Company 1, or the Transferor Company 2 or both.

iv. transfer and vesting of movable and immovable properties, as detailed in this paragraph G (ii) and (iii) herein above , shall be subject to Encumbrances (as defined in the Scheme), if any, affecting the same.

V. Upon the Scheme becoming effective and with effect from the Appointed Date, all Liabilities of Transferor Company 1, to the extent they are outstanding as on the Effective Date, shall, without any further act, instrument or deed, stand transferred to and vested in, and shall be deemed to have been transferred to and vested in the Transferor Company 2, so as to become, Liabilities of the Transferor Company 2 on the same terms and conditions as were applicable to the Transferor Company 1, and the Transferor Company 2 shall, and undertakes to meet, discharge and satisfy the same, as if it has incurred such Liabilities, in accordance with their respective terms and conditions, if any.

vi. All Contracts (including, without limitation, all letters of intent, requests for proposal, requests for quotation, invitations to bid, pre-qualifications, bid acceptances, tenders, and other instruments, of whatsoever nature,) to which the Transferor Company 1 is party, or to the benefit of which the Transferor Company 1 may be entitled, and which are subsisting or having effect immediately before the Effective Date, shall, without any further act, instrument or deed, stand transferred to and vested in, the Transferor Company 2 and continue in full force and effect against or in favour of the Transferor Company 2, as the case may be, and may be enforced by or against the Transferor Company 2 as fully and effectually as if, instead of the Transferor Company 1, the Transferor Company 2 had been a party or beneficiary or obligee thereto or thereunder.

vii. All Licences relating to the Transferor Company 1 (other than the status of a Core Investment Company, as has been granted by the Reserve Bank of India to the Transferor Company 1), which are subsisting or having effect immediately before the Effective Date, shall be transferred to and vested in the Transferor Company 2, without any further act or deed being done by the Transferor Company 1 or the Transferor Company 2, and shall be in full force and effect in favour of the Transferor Company 2, as if the same were originally given to, issued to or executed in favour of the Transferor Company 2, and the Transferor Company 2 shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferor Company 2.

viii. All Employees of the Transferor Company 1, whether permanent or temporary, engaged in or in such employment as on the Effective Date, if any, shall become, and be deemed to have become the Employees of the Transferor Company 2 and shall stand transferred to the Transferor Company 2, without any interruption of or break in service and on terms and conditions no less favourable than those on which they are engaged by the Transferor Company 1.

ix. All Intellectual Property of the Transferor Company 1, including any Intellectual Property in connection with which the Transferor Company 1 has, or is eligible to have, any rights or entitlement, whether towards usage or otherwise, shall, without any requirement of any further act, instrument or deed stand transferred to and vested in the Transferor Company 2, and be in full force and effect in favour of the Transferor Company 2, and may be enforced by or against it as fully and effectually as if, instead of the Transferor Company 1, the Transferor Company 2 had been a party or beneficiary or obligee thereto.

x. The Transferor Company 2 shall bear the burden and the benefits of all Proceedings filed by or against the Transferor Company 1 pending and/or arising on or before the Effective Date. Upon the Scheme coming into effect on the Effective Date, if any Proceedings in respect of Transferor Company 1 are pending or which may be instituted at any time in the future, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of the amalgamation of the Transferor Company 1 with the Transferor Company 2 or of anything contained in the Scheme and may be continued, prosecuted and enforced by or against the Transferor Company 2 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company 1, by operation of law pursuant to the order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Company 1 or the Transferor Company 2.

H. The Scheme provides for the transfer and amalgamation of the authorized share capital of the Transferor Company 1 into and with the authorized share capital of the Transferor Company 2 and re-classification, if any, of the authorised share capital of the Transferor Company 2.

I. Prior to **PART C** of the Scheme coming into effect, but subject to the receipt of the order from the Tribunal approving the Scheme, the Transferor 1 CCPS (paragraph 2.1.43 of the Scheme) shall stand converted in the following manner:

i. the Class B CCPS shall stand converted into 96,81,848 equity shares having a face value of INR 10 of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1;

ii. the Class C CCPS shall stand converted into 80,68,207 equity shares having a face value of INR 10 of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1;

iii. the Class D CCPS shall stand converted into 1,45,22,772 equity shares having a face value of INR 10 of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1; and

iv. the Class A CCPS shall stand converted into 12,79,05,992 equity shares having a face value of INR 10 of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1.

J. The Applicant Companies have agreed that, upon the Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 1 into and with the Transferor Company 2 in terms of **PART C** of the Scheme, the resident Indian shareholders of the Transferor Company 1 shall be issued, in lieu of their existing shareholding in the Transferor Company 1, securities in the form of equity shares as well as Optionally Convertible Redeemable Preference Shares (paragraph 2.1.25 of the Scheme) ("OCRPS") of the Transferor Company 2, such that 9.00% of the value of the securities issued to the resident Indian shareholders, on account of their direct shareholding in the Transferor Company 1, is in the form of equity shares, and 91.00% of the value of the securities issued to the resident Indian shareholders on account of their direct shareholding in the Transferor Company 1 is in the form of OCRPS. 100% of the value of the securities issued to foreign shareholders shall be in the form of equity shares, as ADP (paragraph 2.1.2 of the Scheme), being a company incorporated outside India, cannot be issued OCRPS in compliance with Applicable Law.

K. Upon the Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 1 into and with the Transferor Company 2 in terms of **PART C** of the Scheme, the Transferor Company 2 shall without any further application, act, instrument or deed, but subject to the terms stated in the Scheme and in compliance with Applicable Law, issue at a face value of INR 10 (with reference to equity shares), and at a face value of INR 400 (with reference to OCRPS), and allot securities, out of the authorised share capital of the Transferor Company 2, as on the Record Date as follows:

a. To the Transferee Company, as a shareholder in the Transferor Company 1:

(i) for every 1,000 equity shares of the Transferor Company 1 held by Transferee Company, 15,918 equity shares of the Transferor Company 2, having a face value of INR 10; and

(ii) for every 40,000 equity shares of Transferor Company 1 held by Transferee Company, 15,918 OCRPS of the Transferor Company 2, having a face value of INR 400, each of which OCRPS shall reflect 40 equity shares of Transferor Company 2 on a fully diluted basis;

b. To GISPL (paragraph 2.1.15 of the Scheme), as a shareholder in the Transferor Company 1:

i. for every 1,000 equity shares of Transferor Company 1 held by GISPL, 15,918 equity shares of the Transferor Company 2, having a face value of INR 10; and

ii. for every 40,000 equity shares of Transferor Company 1 held by GISPL, 15,918 OCRPS of the Transferor Company 2, having a face value of INR 400, each of which OCRPS shall reflect 40 equity shares of Transferor Company 2 on a fully diluted basis;

c. To ADP, being a company incorporated outside India, cannot be issued OCRPS [governed by the OCRPS Terms (paragraph 2.1.26 of the Scheme)] in compliance with Applicable Law, and as a shareholder in the Transferor Company 1, shall be entitled to receive for every 1,000 equity shares of the Transferor Company 1 held by ADP, 15,918 equity shares of the Transferor Company 2, having a face value of INR 10;

d. the equity shares of the Transferor Company 1, as held by the Transferor Company 2, shall stand cancelled in their entirety, without any further act, instrument or deed; and

e. for the purposes of issuance of shares and OCRPS under sub-items (a) to (c) of paragraph 6.4.2 of the Scheme, such issuance shall be undertaken on the basis of the Share Exchange Ratio and the OCRPS Exchange Ratio.

L. In terms of paragraph 6.4.2 of the Scheme (Part C):

i. the "**Share Exchange Ratio**" shall be every 1,000 (one thousand) fully paid equity shares of the face value of INR 10 of the Transferor Company 1 being exchanged for 15,918 equity shares of the face value of INR 10 of the Transferor Company 2, each being a fully paid-up equity share of the Transferor Company 2; and

ii. the "**OCRPS Exchange Ratio**" shall be every 40,000 fully paid equity shares of the face value of INR 10 of the Transferor Company 1 being exchanged for 15,918 OCRPS of the face value of INR 400 of the Transferor Company 2. It is clarified that the OCRPS Exchange Ratio is calculated based on the Share Exchange Ratio, taking into account the number of equity shares which would result, on a fully diluted basis, from the conversion of the OCRPS.

M. Upon the coming into effect of the Scheme, all Debt Securities of the Transferor Company 1 [which will include, without limitation, the Transferor 1 NCDs (as defined in the Scheme)] shall, pursuant to the provisions of Sections 230 to 232 of the 2013 Act, and other relevant provisions of the Act, without any further act, instrument or deed, become the Debt Securities of the Transferor Company 2, on the same terms and conditions, and without any change in the structure thereof. All rights, powers, duties, and obligations in relation thereto shall be and stand transferred to and vested in, or be deemed to have been transferred to and vested in, and shall be exercised by or against the Transferor Company 2 as if the Transferor Company 2 were the issuer of such Debt Securities so transferred and vested, with: (i) all Transferor l Listed Debt Holders (as defined in the Scheme) being entitled to receive NCDs of the Transferor Company 2 in lieu of their holding of NCDs of the Transferor Company l; (ii) each such Transferor I Listed Debt Holder (as defined in the Scheme) receiving 1 NCD of the Transferor Company 2 for each NCD of the Transferor Company 1 held by it; and (iii) each such NCD having the same attributes as that of the corresponding NCD of the Transferor Company 1.

It is agreed amongst the Transferor Company 1, Transferor Company 2 and the Transferee Company that the Transferor Company 1 NCDs (as defined in the Scheme) will be listed on the relevant stock exchange on consummation of action contemplated in Part D of the Scheme.

N. The Scheme provides that upon Part C of the Scheme becoming effective, the Transferor Company 1 shall stand dissolved without being wound up, without any further act, instrument or deed.

O. Upon the Scheme becoming effective, the Transferor Company 2, shall account for the amalgamation in its books of accounts in accordance with the “Pooling of Interest Method” laid down under Appendix C (*Business combinations of entities under common control*) of the Indian Accounting Standard 103 – ‘Business Combination’ notified under Section 133 of the 2013 Act, read with the Companies (Indian Accounting Standards) Rules, 2015.

P. Part D of the Scheme provides for the amalgamation of the Transferor Company 2 into and with the Transferee Company and accordingly provides for the following :-

i. Subsequent to the effectiveness of **PART C** of the Scheme, with effect from the Appointed Date, and upon the Scheme becoming effective, the Undertaking of the Transferor Company 2, together with all its estate, properties, assets, rights, claims, title and authorities, liabilities, contracts, employees, licences, records, approvals and interest, as applicable, being integral parts of the Transferor Company 2, shall stand transferred to and vested in, and be deemed to have been transferred to, and vested in and managed by, the Transferee Company, as a going concern, without any further deed, act or instrument, together with all its estate, properties, benefits, assets, rights, claims, title and authorities, liabilities and interest, as applicable, subject to the provisions of the Scheme and in accordance with Sections 230 to 232 of the Act, the IT Act, and all other provisions of Applicable Law;

ii. In respect of the assets of the Transferor Company 2 which are moveable in nature, or are incorporeal /intangible property, or are otherwise capable of transfer by manual/physical or constructive delivery of possession, or by endorsement and delivery, such assets shall, pursuant to the Scheme, stand transferred to, and vested in and/or deemed to be transferred to and vested in the Transferee Company, wherever located, and shall become the property and assets of the Transferee Company;

iii. All immovable properties of the Transferor Company 2, including land, together with the buildings and structures standing thereof, and rights and interests in immovable properties of the Transferor Company 2, whether freehold or leasehold or otherwise, and all documents of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties, shall stand transferred to and vested in, and be deemed to have been transferred to and vested in, the Transferee Company, without any further act or deed being done, or being required to be done, by the Transferor Company 2, or the Transferee Company or both;

iv. transfer and vesting of movable and immovable properties, as detailed in this paragraph P (ii) and (iii) herein above , shall be subject to Encumbrances (as defined in the Scheme), if any, affecting the same.

V. Upon the Scheme becoming effective and with effect from the Appointed Date, all Liabilities of Transferor Company 2, to the extent they are outstanding as on the Effective Date, shall, without any further act, instrument or deed, stand transferred to and vested in, and shall be deemed to have been transferred to and vested in the Transferee Company, so as to become, Liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company 2, and the Transferee Company shall, and undertakes to meet, discharge and satisfy the same, as if it has incurred such Liabilities, in accordance with their respective terms and conditions, if any.

vi. All Contracts (including, without limitation, all letters of intent, requests for proposal, requests for quotation, invitations to bid, pre-qualifications, bid acceptances, tenders, and other instruments, of whatsoever nature,) to which the Transferor

Company 2 is a party, or to the benefit of which the Transferor Company 2 may be entitled, and which are subsisting or having effect immediately before the Effective Date, shall, without any further act, instrument or deed, stand transferred to and vested in, the Transferee Company and continue in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company 2, the Transferee Company had been a party or beneficiary or obligee thereto or thereunder.

vii All Licences relating to the Transferor Company 2, which are subsisting or having effect immediately before the Effective Date, shall be transferred to and vested in the Transferee Company, without any further act or deed being done by the Transferor Company 2 or the Transferee Company, and shall be in full force and effect in favour of the Transferee Company, as if the same were originally given to, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties there under, and the rights and benefits under the same shall be available to the Transferee Company.

viii. All Employees of the Transferor Company 2, whether permanent or temporary, engaged in or in such employment as on the Effective Date, if any, shall become, and be deemed to have become the Employees of the Transferee Company and shall stand transferred to the Transferee Company, without any interruption of or break in service and on terms and conditions no less favourable than those on which they are engaged by the Transferor

Company 2.

xi. All Intellectual Property of the Transferor Company 2, including any Intellectual Property in connection with which the Transferor Company 2 has, or is eligible to have, any rights or entitlement, whether towards usage or otherwise, shall, without any requirement of any further act, instrument or deed stand transferred to and vested in the Transferee Company, and be in full force and effect in favour of the Transferee Company, and may be enforced by or against it as fully and effectually as if, instead of the Transferor Company 2, the Transferee Company had been a party or beneficiary or obligee thereto. The Scheme shall serve as the requisite consent for the use and transfer of the Intellectual Property of the Transferor Company 2, without requiring the execution of any further deed or document, so as to transfer the Intellectual Property in favour of the Transferee Company.

x. The Transferee Company shall bear the burden and the benefits of all Proceedings filed by or against the Transferor Company 2 pending and/or arising on or before the Effective Date. Upon the Scheme coming into effect on the Effective Date, if any Proceedings in respect of the Transferor Company 2, be pending or which may be instituted at any time in the future, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of the amalgamation of the Transferor Company 2 with the Transferee Company or of anything contained in the Scheme and may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company 2, by operation of law pursuant to the order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferee Company or the Transferor Company 2.

Q. Upon the Scheme becoming effective, the authorized share capital of the Transferor Company 2 shall stand transferred, and be amalgamated with the authorized share capital of the Transferee Company and re-classification, if any, of the authorised share capital of the Transferee Company

R. Prior to **PART C** or **PART D** of the Scheme coming into effect, the outstanding Transferor 2 CCDs (paragraph 2.1.46 of the Scheme) held by the Transferee Company shall stand converted into 4,13,85,00,000 equity shares having a face value of INR 10 of the Transferor Company 2, *pari passu* with all other equity shares issued by the Transferor Company 2, such that all such Transferor 2 CCDs (paragraph 2.1.46 of the Scheme) stand converted into equity shares. Each of Transferor Company 2 and Transferee Company shall take all steps to give effect to such conversion.

S. Upon the Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 2 into the Transferee Company in terms of **PART D** of the Scheme, as decided by the Board of Directors of the Transferor Company 2 and the Transferee Company at their respective meetings held on 19th March, 2023, the Transferee Company shall, without any further act, instrument or deed, but subject to the terms stated herein below and in compliance with Applicable Law, issue and allot securities, out of the authorised share capital of the Transferee Company, as on the Record Date, as follows:

a. equity shares of the Transferee Company shall be issued, in compliance with Applicable Law, to the equity shareholders of the Transferor Company 2 (except for the Transferee Company itself), and therefore:

   i. ADP, as a shareholder in the Transferor Company 2, shall be entitled to receive 3,15,30,31,945 equity shares, having a face value of INR 1, issued by the Transferee Company, in accordance with the Share Exchange Ratio, in lieu of its shareholding in the Transferor Company 2; and

   ii. GISPL, as a shareholder in the Transferor Company 2, shall be entitled to receive 25,75,82,066 equity shares, having a face value of INR 1, issued by the Transferee Company, in accordance with the Share Exchange Ratio, in lieu of its equity shareholding in the Transferor Company 2;

b. in lieu of the OCRPS issued under the OCRPS Terms to Transferee Company and GISPL under **PART C** of the Scheme, the obligations of the Transferor Company 2 under the OCRPS Terms shall stand transferred in favour of the Transferee Company and accordingly, OCRPS of the Transferee Company shall be issued with the same terms and conditions as those prescribed under the OCRPS Terms, as follows:

   i. the OCRPS held by Transferee Company will stand extinguished, without any act, instrument or deed being required to be undertaken by the parties to the OCRPS Terms; and

ii. obligations of the Transferor Company 2 in respect of the OCRPS held by GISPL [as an Original OCRPS Shareholder (paragraph 2.1.27 of the Scheme)] shall stand transferred to the Transferee Company (i.e., would be replaced by equivalent OCRPS, with the same terms and conditions as prescribed in the OCRPS Terms, issued by the Transferee Company), and therefore, GISPL shall be entitled to receive 6,51,11,022 OCRPS, having a face value of INR 40 each, issued by the Transferee Company (each of which OCRPS shall reflect 40 equity shares of the Transferee Company on a fully diluted basis), in accordance with the OCRPS Exchange Ratio, in lieu of its holding of OCRPS in the Transferor Company 2;

c. the equity shares and OCRPS of the Transferor Company 2 issued earlier to the Transferee Company, shall stand cancelled in their entirety, without any further act, instrument or deed.

T. In terms of paragraph 10.4.1 of the Scheme:

i. the "**Share Exchange Ratio**" shall be every 18,659 fully paid equity shares of the face value of INR 10 of the Transferor Company 2 being exchanged for 10,000 equity shares of the face value of INR 1 each of the Transferee Company, each being a fully paid-up equity share of the Transferee Company; and

ii. the "**OCRPS Exchange Ratio**" shall be every 18,659 OCRPS of the face value of INR 400 of the Transferor Company 2 being exchanged for

10,000 OCRPS of the face value of INR 40 of the Transferee Company. It is clarified that the OCRPS Exchange Ratio is calculated based on the Share Exchange Ratio, taking into account the number of equity shares which would result, on a fully diluted basis, from the conversion of the OCRPS.

U. Upon the coming into effect of the Scheme, all the Debt Securities of the Transferor Company 2, [which will include, without limitation, the Transferor 2 NCDs (as defined in the Scheme), as well as any Debt Securities covered under clause 5.2.2 of the Scheme] shall, pursuant to the provisions of Sections 230 to 232 of the 2013 Act, and other relevant provisions of the 2013 Act, without any further act, instrument or deed, become the Debt Securities of the Transferee Company, on the same terms and conditions, and without any change in the structure. All rights, powers, duties, and obligations in relation thereto shall be and stand transferred to and vested in, or be deemed to have been transferred to and vested in, and shall be exercised by or against the Transferee Company as if it were the issuer of such Debt Securities so transferred and vested, with: (i) all Transferor 1 Listed Debt Holders (as defined in the Scheme) being entitled to receive NCDs of the Transferee Company in lieu of their holding of NCDs of the Transferor Company 2; (ii) each such Transferor 1 Listed Debt Holder (as defined in the Scheme) receiving 1 NCD of the Transferee Company for each NCD of the Transferor Company 2 held by it; and (iii) such NCD having the same attributes as that of the corresponding NCD of the Transferor Company 2.

It is agreed amongst the Transferor Company 1, Transferor Company 2 and the Transferee Company that the Transferor Company 2 NCDs (as defined in the Scheme) will be listed on the relevant stock exchange on consummation of action contemplated in Part D of the Scheme.

V. Upon Part D of the Scheme becoming effective, the Transferor Company 2 shall stand dissolved without winding up, without any further act, instrument or deed.

W. Upon the Scheme becoming effective, the Transferee Company shall account for the amalgamation in its books of accounts in accordance with the "Pooling of Interest Method" laid down under Appendix C (*Business combinations of entities under common control*) of the Indian Accounting Standard 103 – 'Business Combination' notified under Section 133 of the 2013 Act, read with the Companies (Indian Accounting Standards) Rules, 2015.

X. Upon the Scheme becoming effective, name of the Transferee Company shall stand altered to "GMR Airports Limited", and the memorandum of association and the articles of association of the Transferee Company shall, without any further act, instrument or deed, stand amended to reflect such alteration of the name of the Transferee Company with effect from the Effective Date;

Y. Upon the Scheme becoming effective, the articles of association of the Transferee Company would stand amended and restated as set out in the Scheme.

Z. In terms of the above referred articles of association of the Transferee Company and upon the Scheme becoming effective, few special rights shall be available to certain shareholders as enumerated in the amended and restated articles of association.

AA. Upon the Scheme becoming effective, Groupe ADP shall be categorized as a Promoter of the Transferee Company, along with the existing Promoters.

BB. All transactions and matters being given effect to as part of the Scheme, including related party transactions, if any, that require approval of the shareholders of the Companies whether in terms of the 2013 Act or SEBI Listing Regulations or otherwise shall be deemed to have been granted, upon the resolution contained in the notice of this meeting is approved with requisite majority.

CC. The Scheme is, and shall be, conditional upon and subject to, the satisfaction (or waiver, as applicable) of the following conditions, and any additional conditions precedent to the effectiveness of the Scheme set forth under the Framework Agreement executed *inter-alia* among the Applicant Companies on 19th March 2023 ("**Framework Agreement**").

a. *Shareholders and Creditors' Approval:* The Scheme being agreed to by the respective requisite majorities of the members and the creditors (where applicable) of the Transferor Company 1, Transferor Company 2, and the Transferee Company in accordance with Sections 230 to 232 of the 2013 Act, the SEBI Merger Circulars (paragraph 2.1.35 of the Scheme) and the SEBI LODR (paragraph 2.1.34 of the Scheme), as applicable;

b. *Shareholders' approval under SEBI Merger Circulars*: The public shareholders of the Transferee Company shall have approved the transactions contemplated herein, pursuant to, and in accordance with the requirements of, the SEBI Merger Circulars;

c. *Stock Exchange Approvals*: The Transferor Company 1 and the Transferee Company shall have received no-objection letters from the BSE and NSE in respect of the Scheme (prior to the filing of the Scheme with the Tribunal), and the transactions contemplated therein, which shall be in a form and substance acceptable to the said Applicant Companies, each acting reasonably and in good faith;

d. *Tribunal Approval and RoC filing:* The Scheme being approved by the Tribunal, either on terms as originally approved by the Applicant Companies, or subject to such modifications approved by the Tribunal, which shall be in a form and substance acceptable to the Applicant Companies, each acting reasonably and in good faith, and a certified copy of the order of the Tribunal sanctioning the Scheme being filed with the jurisdictional Registrar of Companies.

e. *Others*: Such other conditions precedent as may be agreed under the Framework Agreement.

(The equity shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof).

V. <u>Relationship between Parties to the Scheme</u>

i. The Transferor Company 1 is a Subsidiary of the Transferee Company and an Associate of the Transferor Company 2.

ii. The Transferor Company 2 is a wholly owned subsidiary of the Transferee Company and venturer of Transferor Company 1.

iii. The Transferee Company is the holding company of the Transferor Company 1 and Transferor Company 2.

VI. Board Approvals

i. The Board of Directors of the Transferor Company 1 have approved the Scheme and adopted a Report dated 19th March, 2023 as per Section 232(2)(c) of the 2013 Act explaining the effect of the Scheme on each class of shareholders (promoters and non-promoters), KMPs, debenture holders, debenture trustee, employees, directors and creditors of the Transferor Company 1 and laying out other matters as required. The Report adopted by the Board of Directors of the Transferor Company 1 is annexed as **Annexure 5** and the equity shareholders are requested to refer to the contents thereof.

ii. The details of the approval of the Board of Directors of Transferor Company 1 on 19th March, 2023, are provided below:-

Name of Director	Voting Pattern
Mr. G. M. Rao	Favour
Mr. G.B.S. Raju	Favour
Mr. Grandhi Kirankumar	Favour
Mr. Srinivas Bommidala	Favour
Mr. Subba Rao Amarthaluru	Favour
Ms. Bijal Tushar Ajinkya	Favour
Mr. Augustin De Beaune	Favour
Mr. Antoine Roger Bernard Crombez	Favour
Mr. Philippe Pascal	Favour
Mr. Xavier Hurstel	Favour
Mr. Alexandre Guillaume Roger Ziegler	Absent
Mr. Indana Prabhakara Rao	Absent
Mr. Fernando Echegaray Del Pozo	Absent

iii. The Board of Directors of the Transferor Company 2 have approved the Scheme and adopted a Report dated 19th March, 2023 as per Section 232(2)(c) of the 2013 Act explaining the effect of the Scheme on each class of shareholders (promoters and non-promoters), KMPs, Employees, directors, creditors and Others, if any of the Transferor Company 2 and laying out other matters as required. The Report adopted by the Board of Directors of the Transferor Company 2 is annexed as **Annexure 6** and the equity shareholders are requested to refer to the contents thereof**.**

iv. The details of the approval of the Board of Directors of Transferor Company 2 on 19th March, 2023 are provided below :-

Name of Director	**Voting Pattern**
Mr. Subbarao Gunuputi	Favour
Mr. Maddula Srinivas Venkata	Favour
Mr, Saurabh Chawla	Favour
Mr. Suresh Bagrodia	Absent
Mr. Pardha Saradhi Vemula *	Absent

* Ceased to be member of the Board w.e.f June 19, 2023.

v. The Board of Directors of the Transferee Company have approved the Scheme and adopted a Report dated 19th March, 2023 as per Section 232(2)(c) of the 2013 Act explaining the effect of the Scheme on each class of shareholders (promoters and non-promoters), KMPs, employees, directors, creditors and Others, if any of the Transferee Company and laying out other matters as required. The Report adopted by the Board of Directors of the Transferee Company, Report of the Audit Committee of the Transferee Company dated 19th March, 2023 and Report of the Committee of Independent Directors dated 19th March, 2023 are annexed as **Annexure 7** and the equity shareholders are requested to refer to the contents thereof**.**

vi. The details of the approval of the Board of Directors of Transferee Company on 19th March, 2023 are provided below :-

Name of Director	Voting Pattern
Mr. G.M. Rao	Favour
Mr. Grandhi Kiran Kumar	Favour
Mr. B.V.N Rao	Favour
Mr. G.B.S. Raju	Favour
Mr. Srinivas Bommidala	Favour
Mr. Madhava Terdal	Favour
Mr. A. Subba Rao	Favour
Dr. M. Ramachandran	Favour
Mr. Sadhu Ram Bansal	Favour
Dr. Emandi Sankara Rao	Favour
Ms. Bijal Ajinkya	Favour
Mr. Suresh Narang	Absent

VII. <u>Interest of Promoter, Directors, KMPs, their relatives and Debenture Trustee</u>.

None of the Promoters, Directors, Key Managerial Personal of the Companies or their relatives have any interest in the Scheme except to the extent of their respective shareholding if any, in any of the Companies.

VIII. The shareholding of the present Directors and Key Managerial Personnel(s) of the Transferor Company 1, either individually or jointly, as a first holder or as a nominee as on 31st August, 2023 is as under :

Sl. No.	Name of Director/KMPs	Transferor Company 1	Transferor Company 2	Transferee Company
1	Mr. G. M. Rao	0	0	17,32,330
2	Mr. G.B.S. Raju	0	0	5,45,160
3	Mr. Grandhi Kirankumar	0	0	8,73,160
4	Mr. Srinivas Bommidala	0	0	4,52,660
5	Mr. Subba Rao Amarthaluru	0	0	0
6	Ms. Bijal Tushar Ajinkya	0	0	0
7	Mr. Augustin De Beaune	0	0	0

8	Mr. Antoine Roger Bernard Crombez	0	0	0
9	Mr. Philippe Pascal	0	0	0
10	Mr. Xavier Hurstel	0	0	0
11	Mr. Alexandre Guillaume Roger Ziegler	0	0	0
12	Mr. Indana Prabhakara Rao	0	0	17000
13	Mr. Fernando Echegaray Del Pozo	0	0	0
14	Mr. Gadi Radha Krishna Babu, CFO	0	0	0
15	Mr. Sushil Kumar, CS	0	0	100

IX. The shareholding of the present Directors and Key Managerial Personnel(s) of the Transferor Company 2, either individually or jointly, as a first holder or as a nominee as on 31st August, 2023 is as under :

Sl. No.	Name of Director/KMPs	Transferor Company 1	Transferor Company 2	Transferee Company
1	Mr. Subbarao Gunuputi	0	0	800
2	Mr. Maddula Srinivas Venkata	0	1*	0
3	Mr, Saurabh Chawla	0	0	3,30,000
4	Mr. Suresh Bagrodia	0	0	1000

*holding shares as Nominee of GMR Airports Infrastructure Limited

X. The shareholding of the present Directors and Key Managerial Personnel(s) of the Transferee Company, either individually or jointly, as a first holder or as a nominee as on 31st August, 2023 is as under :

Sl. No.	Name of Director/KMPs	Transferor Company 1	Transferor Company 2	Transferee Company
1	Mr. G.M. Rao	0	0	17,32,330
2	Mr. Grandhi Kiran Kumar	0	0	8,73,160
3	Mr. B.V.N Rao	0	0	1,82,142
4	Mr. G.B.S. Raju	0	0	5,45,160
5	Mr. Srinivas Bommidala	0	0	4,52,660
6	Mr. Madhava Terdal	1*	0	10,000
7	Mr. A. Subba Rao	0	0	0
8	Dr. M. Ramachandran	0	0	0
9	Mr. Sadhu Ram Bansal	0	0	0

10	Dr. Emandi Sankara Rao	0	0	0
11	Ms. Bijal Ajinkya	0	0	0
12	Mr. Suresh Narang	0	0	0
13	Mr. Saurabh Chawla, CFO	0	0	3,30,000
14	Mr. T. Venkat Ramana, CS	0	0	1,100

*holding shares as Nominee of GMR Airports Infrastructure Limited

XI. Amount due to Creditors.

i. The Transferor Company 1 has 1 (one) secured creditor as on 30th June, 2023 to whom the amount owed is Rs.3,38,18,933/-.

ii. The Transferor Company 1 has 303 (three hundred three) unsecured creditors as on 30th June, 2023 to whom the amount owed is Rs.39,49,02,71,240/-.

iii. The Transferor Company 2 has 4 (four) unsecured creditors as on 30th June, 2023 to whom the amount owed is Rs.61,07,24,71,682/-.

iv. The Transferee Company has 1 (one) secured creditor as on 30th June, 2023 to whom the amount owed is Rs. 1,78, 10,987/-.

v. The Transferee Company has 70 (seventy) unsecured creditors as on 30th June, 2023 to whom the amount owed is Rs.39,74,31,03,068/-.

XII. There are no investigation or other legal proceedings pending against any of Companies under the 1956 Act or the 2013 Act as the case may be. There are no proceedings pending against any of the Companies which have a material adverse effect on the aspect of the sanction of the Scheme by the Hon'ble NCLT. It is submitted that there are no legal proceedings pending against any of the Companies under the provisions of any other law which have a material adverse effect on the aspect of sanction of the Scheme by the Hon'ble NCLT.

XIII. The Scheme does not provide for reduction in share capital of any of the Companies. The Scheme does not provide for corporate debt restructuring for any of the Companies. Upon the Scheme becoming effective and as a consequence thereof:-

i. the Equity Shares of the Transferor Company 1 held by the Transferor Company 2 shall stand cancelled in their entirety; and

ii. the Equity Shares and Optionally Convertible Redeemable Preference Shares of the Transferor Company 2 issued to the Transferee Company shall stand cancelled in their entirety.

XIV. Summary of the Recommendation of the Share Exchange Ratio and Fairness Opinion

i. KPMG Valuation Services LLP have on 19th March, 2023, issued to the Transferor Company 1, their recommendation of the Share Exchange Ratio and OCRPS Exchange Ratio for the proposed amalgamation of the Transferor Company 1 into the Transferor Company 2 and subsequent amalgamation of the merged Transferor Company 2 into the Transferee Company. A copy of the aforesaid Report is annexed as **Annexure 8**. ICICI Securities Limited, a merchant banker registered with SEBI, has issued Fairness Opinion dated 19th March, 2023 on the aforestated report, a copy of which is annexed as **Annexure 9.**

ii. KPMG Valuation Services LLP have on 19th March, 2023 issued to the Transferor Company 2, their recommendation of the Share Exchange Ratio and OCRPS Exchange Ratio for the proposed amalgamation of the Transferor Company 1 into the Transferor Company 2 and subsequent amalgamation of the Transferor Company 2 into the Transferee Company. A copy of the aforesaid Report is annexed as **Annexure 10**. ICICI Securities Limited, a merchant banker registered with SEBI, has issued Fairness Opinion dated 19th March, 2023 on the aforestated report, a copy of which is annexed as **Annexure 11.**

iii. Ernst & Young Merchant Banking Services LLP have on 19th March, 2023 issued to the Transferee Company their recommendation of Fair Share Exchange Ratio and Fair OCRPS (Optionally Convertible Redeemable Preference Shares) Exchange Ratio for the proposed amalgamation of the

Transferor Company 1 into the Transferor Company 2 and subsequent amalgamation of the Transferor Company 2 into the Transferee Company. A copy of the aforesaid Report is annexed as **Annexure 12**. Morgan Stanley India Company Private Limited, a merchant banker registered with SEBI, has issued Fairness Opinion dated 19th March, 2023 on the aforestated report, a copy of which is annexed as **Annexure 13.**

v. In terms of the aforesaid Reports, the following share exchange ratio has been approved by the Board of Directors of each of the Companies:

Share Exchange Ratio 1 (pursuant to the amalgamation of the Transferor Company 1 into Transferor Company 2):

15,918 (Fifteen Thousand Nine Hundred and Eighteen Only) equity shares of Transferor Company 2 of INR 10/- each fully paid up for every 1,000 (One Thousand only) equity shares of Transferor Company 1 of INR 10/- each fully paid up.

OCRPS Exchange Ratio 1 (pursuant to the amalgamation of the Transferor Company 1 into Transferor Company 2) :

15,918 (Fifteen Thousand Nine Hundred and Eighteen only) OCRPS of Transferor Company 2 of INR 400/- each fully paid up for every 40,000 (Forty Thousand only) equity shares of Transferor Company 1 of INR 10/- each fully paid up.

NCD Exchange Ratio 1 (pursuant to the amalgamation of the Transferor Company 1 into Transferor Company 2) :

1 (One) NCD of Transferor Company 2 for every 1 (One) NCD of Transferor Company 1.

Share Exchange Ratio 2 (pursuant to the amalgamation of the Transferor Company 2 into Transferee Company):

10,000 (Ten Thousand Only) equity shares of Transferee Company of INR 1/- each fully paid up for every 18,659

(Eighteen Thousand Six Hundred Fifty Nine only) equity shares of Transferor Company 2 of INR 10/- each fully paid up.

OCRPS Exchange Ratio 2 (pursuant to the amalgamation of the Transferor Company 2 into Transferee Company):

10,000 (Ten Thousand only) OCRPS of Transferee Company of INR 40/- each fully paid up for every 18,659 (Eighteen Thousand Six Hundred Fifty Nine only) OCRPS of Transferor Company 2 of INR 400/- each fully paid up.

NCD Exchange Ratio 2 (pursuant to the amalgamation of the Transferor Company 2 into Transferee Company):

1 (One) NCD of Transferee Company for every 1 (One) NCD of Transferor Company 2.

Resultant Share Exchange Ratio:

8,531 (Eight Thousand Five Hundred Thirty One only) equity shares of Transferee Company of INR 1/- each fully paid up for every 1,000 (One Thousand only) equity shares of Transferor Company 1 of INR 10/- each fully paid up.

Further, the aforesaid Fairness Opinion have opined on the fairness of the share exchange ratios as set out herein-above and in the Scheme.

The Board of Directors of each of the Companies have come to the conclusion that the aforesaid share exchange ratios are fair and reasonable and accordingly, approved the same as integral part of the Scheme at their meeting held on 19th March, 2023.

XV. Shareholding Pattern

a. The shareholding pattern of the Transferor Company 1 (Pre Scheme) is annexed as **Annexure 14.**

b. The shareholding pattern of the Transferor Company 2 (Pre and Post amalgamation of the Transferor Company 1) is annexed as **Annexure 15.**

c. The shareholding pattern of the Transferee Company (Pre and Post Scheme) is annexed as **Annexure 16.**

d. The terms of the optionally convertible redeemable preference shares are set out at Schedule 1 of the Scheme.

e. Each OCRPS issued by the Transferee Company shall convert into 40 Equity Shares of the Transferee Company and therefore, the cumulative dilutive effect of the OCRPS shall be to the extent of 2,604,440,880 Equity Shares. The FCCBs issued by the Transferee Company to ADP shall convert into 670,600,981 Equity Shares of the Transferee Company. The shareholding pattern of the Transferee Company (Post Scheme) on a fully converted basis is as under:

Name of Equity Holder	**No. of Equity Shares**	**% of Holding**
Promoter and Promoter Group		
GMR Group	3,55,51,69,176	25.70
Groupe ADP	3,15,30,31,945	22.79
GISPL	25,75,82,066	1.86
GISPL OCRPS (post conversion)	2,60,44,40,880	18.83
FCCB - Groupe ADP (post conversion)	67,06,00,981	4.85
Public		
Public	3,59,31,92,765	25.97
Total	**13,83,40,17,813**	**100**

XVI. Auditor’s Certificate

a. The statutory auditor of the Transferor Company 1 has issued

Certificate dated 19th March, 2023 opining *inter alia*, that the proposed accounting treatment specified in Clause 8.1 of Part C of the Scheme, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and circulars issued there under and with the Indian Accounting Standards (IND AS) as notified under Section 133 of the 2013 Act and other generally accepted accounting principles in India.

b. The statutory auditor of the Transferor Company 2 has issued Certificate dated 19th March, 2023 certifying *inter alia,* that the proposed accounting treatment in Clause 8.1 of Part C of the Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and circulars issued there under and with the Indian Accounting Standards (IND AS) as notified under Section 133 of the 2013 Act and other generally accepted accounting principles in India.

c. The statutory auditor of the Transferee Company has issued Certificate dated 19th March, 2023 certifying that the proposed accounting treatment specified at Clause 12.1 of Part D of the Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and circulars issued there under and with the Indian Accounting Standards (IND AS) as notified under Section 133 of the 2013 Act and other generally accepted accounting principles in India.

XVII. <u>Approvals, sanction or no-objection(s) if any, from regulatory and statutory authority.</u>

a. The BSE has issued communication dated 01st August, 2023 to the Transferor Company 1 and Transferee Company and given its No-Objection to the filing of the Scheme. The aforesaid communication is annexed as **Annexure 17**.

b. The NSE has issued communication dated 02nd August 2023 to the Transferee Company giving its No-Objection to the filing of the Scheme. The aforesaid communication is annexed as **Annexure 18.**

c. That necessary notification form has been filed jointly by the Companies with the Competition Commission of India **("CCI")** on 24th March, 2023 under the green channel procedure. The CCI has acknowledged such notification, pursuant to which the combination as provided in the Scheme, is deemed to have been approved. The acknowledgement of the CCI dated 24th March, 2023 is annexed as **Annexure 19.**

d. The Reserve Bank of India **("RBI")** has issued communication dated 10th July, 2023 to Transferor Company 1 informing its no objection to the Scheme. It is stated that the Transferor Company 1 has on 7th August, 2023, informed the RBI of its affirmation to the compliances listed in the RBI letter of 10th July, 2023. The aforesaid communications are annexed as **Annexure 20 (Colly.).**

XVIII. **a.** In terms of the BSE and NSE Letters with reference to RBI Approval, the following may be noted:

"The fact that pursuant to merger of GAL into GIL, the resultant entity's major source of income is non-financial in nature and it would have minuscule non-group exposure also while a CIC can have only group exposure. The company has submitted it plans to gradually increase exposure in non-group entities by investing in listed/ unlisted entities in airport related business viz. airport real estate, airport lounges, airport IT infrastructure, solar power assets etc. and become a pure play Airport company. The company has sought exemption from public notice as there is no transfer of ownership and it's a merger transaction"

b. The terms of the OCRPS are annexed to the Scheme. The OCRPS are being issued to ensure continuity of management control and significant equity holding of the current promoters, an Indian conglomerate, upon the completion of the Scheme.

c. In terms of the BSE and NSE Letters, necessary information is provided at various places in this Statement/ available on the website of the Company

XIX. <u>Disclosure about the effect of the Scheme on the various stakeholders</u>

a. The effect of the scheme on the stakeholders of the Transferor Company 1 and Transferor Company 2 has been enumerated in the Report adopted by Board of the respective Companies annexed to this Notice.

b. The effect of the scheme on the stakeholders of the Transferee Company are enumerated in the Report adopted by Board of the Company, which are as follows:

S. No.	**Category of Stakeholder**	**Effect of the Scheme on Stakeholders**
(i)	Shareholders	The Transferee Company has only equity shareholders and no preference shareholders. Upon Part C of the Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 1 into and with the Transferor Company 2 in terms of this Scheme, the Transferor Company 2 shall without any further application, act, instrument or deed, , as stated in the Scheme and in compliance with Applicable Law, issue at par and allot the securities, out of the authorized share capital of the Transferor Company 2, as on the Record Date in the following manner and in compliance with the terms of the Scheme: *(a) the "Share Exchange Ratio" shall be every 1000 (one thousand) fully paid equity shares of the face value of INR 10 of the Transferor Company 1 being exchanged for 15,918 equity shares of the face value of INR 10 of the Transferor Company 2, each being a fully paid-up equity share of the Transferor Company 2; and* *(b) the "OCRPS Exchange Ratio" shall be every 40000 fully paid equity shares of the face value of INR 10 of the Transferor Company 1 being exchanged for 15918 OCRPS of the face value of INR 400 of the Transferor Company 2. It is clarified that the OCRPS Exchange Ratio is calculated based on the Share Exchange Ratio, taking into account the number of equity shares which would result, on a fully diluted basis, from the conversion of the OCRPS.*

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
		Upon Part D of this Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 2 into the Company in terms of this Scheme, as decided by the Board of Directors of the Transferor Company 2 and the Company at their respective meetings held on March 19, 2023, the Company shall, without any further act, instrument or deed, as stated in this Scheme and in compliance with Applicable Law, issue and allot the securities, out of the authorized share capital of the Transferee Company, as on the Record Date in the following manner and in compliance with the terms of the Scheme: (f) *the "**Share Exchange Ratio**" shall be every 18659 fully paid equity share of the face value of INR 10 of the Transferor Company 2 being exchanged for 10,000 equity shares of the face value of INR 1 of the Transferee Company, each being a fully paid-up equity share of the Transferee Company; and* (a) *the "**OCRPS Exchange Ratio**" shall be every 18659 OCRPS of the face value of INR 400 of the Transferor Company 2 being exchanged for 10,000 OCRPS of the face value of INR 40 of the Transferee Company. It is clarified that the OCRPS Exchange Ratio is calculated based on the Share Exchange Ratio, taking into account the number of equity shares which would result, on a fully diluted basis, from the conversion of the OCRPS.* Upon effectiveness of the Scheme, the shares held by the Company in the Amalgamating Companies shall stand cancelled. The Scheme is expected to have several benefits for the Company, as indicated in the rationale of the Scheme set out in the Scheme, and the shareholders of the Company are also expected to benefit from the same.

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
(ii)	Promoter(s)	Upon effective of the Scheme, Aéroports de Paris S.A. (‘ADP’), shall be categorised as a “promoter” of the Amalgamated Company, in addition to the existing promoters of the Amalgamated Company (i.e., GMR Enterprises Private Limited and Mr. G. M. Rao).
(iii)	Non-Promoter Shareholders	Please refer to point (i) above for details regarding effect on the shareholders.
(iv)	Key Managerial Personnel (“**KMP**”) and Employees	The Key Managerial Personnel and Employees of the Transferee Company shall continue as Key Managerial Personnel and Employees of the Transferee Company after effectiveness of the Scheme. In terms clause 5.2.5 of the Scheme read with clause 9.2.5 of the Scheme, the employees of the Transferor 1 and Merged Transferor Company 2 shall become Employees of the Company on the same terms.
(v)	Creditors	All debts, duties, obligations, and liabilities (including contingent liabilities) of the Merged Transferor Company 2 shall be and stand transferred to the Company to the extent that they are outstanding as on the Effective Date and shall become the debts, duties, obligations, and liabilities of the Company
(vi)	Depositors	Neither the Transferor nor the Company have any Depositors.
(vii)	Debenture Holders	As part of the Creditors mentioned at (v) above, the NCD Holders of Transferor Company 1 shall as part of Part C of the scheme, be issued NCDs of the Transferor Company 2 and as part of Part D of the scheme, shall be NCD of the company, in terms of the NCD exchange ratio as mentioned in the Scheme.
(viii)	Deposit Trustee and Debenture Trustee	As indicated at (vii) above, there is no impact of the scheme, on the Debenture Holders, correspondingly there is also no impact of the scheme on the Debenture Trustee.
(ix)	Director	The Director of the Company shall continue as Director

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
		of the Company after effectiveness of the Scheme.

A more detailed statement as to the overall benefits of the scheme are set out at (II) (Rationale for the Scheme) forming part of this Explanatory Statement.

XX. <u>Legal Proceedings and other documents</u>

a. Details of ongoing adjudication and prosecution initiated and all other enforcement actions taken against all the Companies, its promoters and directors, as the case maybe are open for inspection at the registered office of the Transferee Company.

b. Statement setting out the Assets & Liabilities of Transferor Company 1, Transferor Company 2 and Transferee Company – pre Scheme is annexed as **Annexure -21.**

c. Statement setting out the List of Assets & Liabilities of Transferee Company – post Scheme is annexed as **Annexure -22.**

d. Information pertaining to the Transferor Company 1 in the format prescribed for abridged prospective as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is annexed as **Annexure 23**.

e. Information pertaining to the Transferor Company 2 in the format prescribed for abridged prospective as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is annexed as **Annexure 24**.

f. The Complaints Report dated 3rd May, 2023 submitted by the Transferor Company 1 to the BSE is annexed hereto as **Annexure 25**.

g. The Complaints Report dated 8th June, 2023 submitted by the Transferee Company to the BSE is annexed hereto as **Annexure 26**.

h. The Complaints Report dated 8th June, 2023 submitted by the Transferee Company to the NSE is annexed hereto as **Annexure 27**.

i. A copy of the Order and the Scheme has been filed by each of the Companies with the Registrar of Companies, NCT of Delhi and Haryana.

XXI. <u>Inspection of Documents</u>

A copy of this Notice, Statement, Annexures to the Notice are available on the website of the Transferee Company at www.gmrinfra.com, the website of KFintech at https://evoting.kfintech.com, the website of the Stock Exchanges where the equity shares of the Transferee Company are listed, i.e., BSE Limited and the National Stock Exchange of India Limited viz. www.bseindia.com and www.nseindia.com respectively, and the website of SEBI at www.sebi.gov.in.

Copies of contracts and agreements material to the Scheme, including the framework agreement are open for inspection at the registered office of the Transferee Company.

The electronic copy of the following documents will be available for inspection on the website of the Transferee Company, www.gmrinfra.com

i. Certified copy of the Order dated 10th October, 2023, passed by the Hon'ble NCLT in CA (CAA) No.45/CHD/HRY/2023 directing *inter-alia*, calling, convening and conducting of the Meeting of the Equity Shareholders of the Transferee Company;

ii. Scheme Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited ("Transferor Company 1") and GMR Infra Developers Limited ("Transferor Company 2") and GMR Airports Infrastructure Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme").

iii. A certified copy of the resolution passed by the Board of Directors of GMR Airports Limited ("Transferor Company 1") and GMR Infra Developers Limited ("Transferor Company 2") and GMR Airports Infrastructure Limited ("Transferee Company"), approving the scheme of arrangement.

iv. Recommendation of the share exchange ratio report issued to GMR Airports Limited ("Transferor Company 1") and GMR Infra Developers Limited ("Transferor Company 2") and GMR Airports Infrastructure Limited ("Transferee Company").

v. Fairness Opinion issued to GMR Airports Limited ("Transferor Company 1") and GMR Infra Developers Limited ("Transferor Company 2") and GMR Airports Infrastructure Limited ("Transferee Company").

vi. Annual report and audited financial results of Transferee Company for the year ended on 31.03.2023.

vii. Unaudited financial results as on 30th June, 2023 of the Transferee Company.

viii. Audit committee report of the Transferee Company.

ix. Memorandum and Articles of Association of the Transferor Company 1, Transferor Company 2 and Transferee Company.

x. Email dated 10th July 2023 of Transferee Company referred in the Observation Letter issued by BSE and NSE, regarding summary and major components of the Scheme;

xi. Copy of the respective e-form of GNL-1 through which the Order and the Scheme have been filed by each of the Companies with the Registrar of Companies, NCT of Delhi and Haryana along with

Challan evidencing proof of submission.

xii. List of ongoing adjudication and legal proceedings of Transferor Company 1, Transferor Company 2 and Transferee Company.

vi. All other documents displayed on the website of the Transferee Company in terms of the SEBI Circulars as amended and other relevant SEBI Circulars;

Additionally, the Register of Shareholding of Directors and KMPs of the Transferee Company will be available for inspection at the e-portal of KFintech.

The above documents, provided electronically or for inspection at the registered office of the Transferee Company, shall be available for obtaining extract from or for making copies by the members at the Registered Office of Transferee Company on all working days, between Monday to Friday (except public holidays) between 10.30 AM (IST) to 4.00 PM (IST) upto the date of the Meeting.

This statement may be treated as an Explanatory Statement under Section 230(3), 232(1), 232(2) and 102 of the Act and the statement for the purposes of Rule 6(3) of the Merger Rules.

Sd/-
Mr. Balvinder Singh
Chairperson appointed for the Meeting

Date: 31st October, 2023
Place: Chandigarh, India.

Registered Office

Unit No.12, 18th Floor, Tower A,
Building No.5, DLF Cyber City,
DLF Phase-III, Gurugram-122002,
Haryana, India.

COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT

AMONG

GMR AIRPORTS LIMITED
(Transferor Company 1)

AND

GMR INFRA DEVELOPERS LIMITED
(Transferor Company 2)

AND

GMR AIRPORTS INFRASTRUCTURE LIMITED
(Formerly GMR Infrastructure Limited)
(Transferee Company)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

PART A: OVERVIEW AND OBJECTIVES

1. INTRODUCTION

1.1. Background of the Scheme

1.1.1. This Scheme (*as defined herein after*) seeks to merge and consolidate the businesses of:

(a) GMR Airports Limited ("**Transferor Company 1**") into and with GMR Infra Developers Limited ("**Transferor Company 2**"); and

(b) Transferor Company 2 (upon the effectiveness of the provisions of **PART C** of this Scheme, as provided herein below) into and with GMR Airports Infrastructure Limited ("**Transferee Company**", formerly named GMR Infrastructure Limited, and collectively with the Transferor Company 1 and Transferor Company 2, the "**Parties**") (the resultant surviving entity, the "**Resultant Entity**");

in each case, on a going concern basis.

1.1.2. This Scheme is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act (*as defined herein after*), Section 2(1B) and other applicable provisions of the IT Act (*as defined herein after*), the SEBI Merger Circulars (*as defined herein after*) and other Applicable Laws (*as defined herein after*).

1.1.3. The Transferor Company 1 is registered with the RBI (*as defined herein after*) as a systemically important Core Investment Company (*as defined herein after*) and is engaged in the business of holding the shares and securities of, and lending funds to, group companies, which, in turn own, develop, manage and/or operate airports and related infrastructure in India and abroad. The Transferor Company 1 is a subsidiary of the Transferee Company. The Transferor Company 1 is also engaged in certain airport-related businesses, including the provision of engineering, procurement, and construction (EPC) services.

1.1.4. The Transferor Company 2 has been incorporated with the object of, *inter alia*, undertaking infrastructure business, providing financial assistance for development, construction, operation, and maintenance of infrastructure projects in India, and is engaged in the business of infrastructure construction services. The Transferor Company 2 is a wholly-owned subsidiary of the Transferee Company.

1.1.5. The Transferee Company is engaged in the business of infrastructure activities, executing projects either by itself or through special purpose vehicles, providing support activities, as well as, supervisory and management functions, to its group entities. The Transferee Company is the holding company of the Transferor Companies. The equity shares of the Transferee Company are listed on the BSE (*as defined herein after*) and the NSE (*as defined herein after*).

1.1.6. Upon the provisions of **PART C** of this Scheme coming into effect, in the manner provided for in this Scheme, securities (in accordance with the provisions of **PART C** of this Scheme), shall be issued to the relevant shareholders of Transferor Company 1, as approved by the Board of Directors of the relevant Parties. Thereafter, upon the provisions of **PART D** of this Scheme coming into effect, in the manner provided for in this Scheme, securities shall be issued to the relevant shareholders of Transferor Company 2, as approved by the Board of Directors (*as defined herein after*) of the relevant Parties.

1.1.7. The consummation of the actions contemplated under **PART C** of this Scheme, and thereafter the consummation of the actions contemplated under **PART D** of this Scheme, will be operative from the Effective Date (*as defined herein after*) and shall be effective from the Appointed Date (*as defined herein after*).

1.2. Parts of this Scheme

1.2.1. This Scheme is divided into the following parts:

(a) **PART A** (*Overview and Objectives*) deals with the background of the Scheme and the description of the Parties, the rationale and objects of the Scheme, and definitions and interpretation applicable to this Scheme.

(b) **PART B** (*Capital Structure and Date of Giving Effect*) deals with the capital structure of the Parties and the date on which this Scheme will take effect.

(c) **PART C** (*Amalgamation of Transferor Company 1 into Transferor Company 2*) deals with the amalgamation of the Transferor Company 1 into and with the Transferor Company 2, and sets forth certain additional arrangements that form a part of this Scheme in this regard.

(d) **PART D** (*Amalgamation of Transferor Company 2 into Transferee Company*) deals with amalgamation of the Transferor Company 2 into and with the Transferee Company, and sets forth certain additional arrangements that form a part of this Scheme in this regard.

(e) **PART E** (*General Terms and Conditions*) deals with the general terms and conditions applicable to this Scheme.

1.2.2. This Scheme also provides for various other matters consequential or otherwise integrally connected herewith, each in the manner as more particularly described in this Scheme.

1.3. Brief Overview of the Parties

1.3.1. <u>GMR Airports Limited</u>

(a) The Transferor Company 1 is a public limited company incorporated on February 6, 1992 under the provisions of the Companies Act, 1956, with the Corporate Identification Number U65999HR1992PLC101718 and the Permanent Account Number AAACM7791H. The registered office of the Transferor Company 1 is located at BCCL, Times Internet Building, Second Floor, Plot No. 391, Udyog Vihar, Phase-III, Gurugram - 122 016, Haryana, India.

(b) The Transferor Company 1 is an unlisted company, but has certain debt securities issued by it being listed on the BSE, and is subject to the SEBI Debt Circulars.

(c) The Transferor Company 1 was incorporated on February 6, 1992, as "*Medvin Finance Private Limited*", under the provisions of the Companies Act, 1956. Pursuant to a resolution passed at the shareholders' meeting held on January 12, 2005, the name of the Company was changed to "*GVL Investments Private Limited*", with a corresponding certificate of incorporation dated April 28, 2005, being issued by the Registrar of Companies, Tamil Nadu. Pursuant to a resolution passed at the shareholders' meeting held on October 20, 2009, the name of the Company was changed to "*GMR Airports Holding Private Limited*", with a fresh certificate of incorporation dated November 10, 2009, being issued by the Registrar of Companies, Karnataka. Subsequently, pursuant to a resolution passed at the shareholders' meeting held on December 21, 2009, the Company was converted into a public limited company, and the name of the Company was changed to "*GMR Airports Holding Limited*", pursuant to a fresh certificate of incorporation dated February 9, 2010, being issued by the Registrar of Companies, Karnataka. Pursuant to a resolution passed at the shareholders' meeting held on 14 March 2012, the name of the Transferor Company 1 was changed to "*GMR Airports Limited*", and a fresh certificate of incorporation was issued on May 3, 2012, by the Registrar of Companies, Karnataka.

1.3.2. GMR Infra Developers Limited

(a) The Transferor Company 2 is a public limited company incorporated on February 27, 2017 under the provisions of the Act, with the Corporate Identification Number U74999MH2017PLC291718[1], and the Permanent Account Number AAGCG7159M. The registered office of the Transferor Company 2 is located at Naman Center, 7th Floor, G Block, BKC, Bandra, Mumbai – 400 051, Maharashtra, India.[2]

(b) The Transferor Company 2 is an unlisted company.

1.3.3. GMR Airports Infrastructure Limited (*formerly GMR Infrastructure Limited*)

(a) The Transferee Company is a public limited company incorporated on May 10, 1996 under the provisions of the Companies Act, 1956, with the Corporate Identification Number L45203MH1996PLC281138[3] and the Permanent Account Number AABCG8889P. The registered office of the Transferee Company is located at Naman Centre, 701, 7th Floor, Opposite Dena Bank, Plot No. C31 G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India.[4]

(b) The equity shares of the Transferee Company are listed on the BSE and the NSE.

(c) The Transferee Company was incorporated as "*Varalakshmi Vasavi Power Projects Limited*" and changed its name to "*GMR Vasavi Infrastructure Finance Limited*" on May 31, 1999 and subsequently to "*GMR Infrastructure Limited*" on July 24, 2000. Its name was changed to "*GMR Airports Infrastructure Limited*" on September 15, 2022.

1.3.4. The objects clause of the memorandum of association of each of the Parties authorise each such Party to carry on their respective businesses, and to enter into and implement this Scheme.

1.4. Rationale for the Scheme

1.4.1. As part of a restructuring of their operations, the Board of Directors of each of the Parties have proposed to consolidate the operations and management of the Transferor Company 1 into and with the Transferor Company 2, and thereafter consolidate the operations and management of the Transferor Company 2 into and with the Transferee Company, as detailed in this Scheme.

[1] The Corporate Identification Number provided herein is subject to modification on completion of the shifting of the registered office of the Transferor Company 2.
[2] The Regional Director, Western Region pursuant to its order dated February 28, 2023, has granted approval for the shifting of the registered office of Transferor Company 2 from the state of Maharashtra to the state of Haryana. Therefore, the registered office address provided herein is subject to modification on completion of the shifting of the registered office of the Transferor Company 2.
[3] The Corporate Identification Number provided herein is subject to modification on completion of the shifting of the registered office of the Transferee Company.
[4] The Regional Director, Western Region pursuant to its order dated February 28, 2023, has granted approval for the shifting of the registered office of the Transferee Company from the state of Maharashtra to the state of Haryana. Therefore, the registered office address provided herein is subject to modification on completion of the shifting of the registered office of the Transferee Company.

The rationale for, and the benefits of, the amalgamation of the Transferor Company 1 and the Transferor Company 2, into and with the Transferee Company, are *inter alia* as follows:

(a) consolidation of the business of the Parties, leading to synergies of operations and resulting in the expansion and long-term sustainable growth of such Parties' business, which will create greater value for the Resultant Entity;

(b) streamlining the corporate organizational structure of the Parties by reducing the number of legal entities involved in the business, and by reducing the number of layers of legal entities. This would provide several benefits, including enhanced managerial focus in a single amalgamated entity (being the Resultant Entity), seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances, costs rationalization and enhancement of the efficiency and control of the Parties, as well as improving the mechanisms for upstreaming of free cashflows and shareholder returns. This, in turn, will also assist shareholders and investors in better understanding and evaluating the structure and strength of the operations of the Parties, with the Resultant Entity also being more attractive to investors looking to invest in the airports sector;

(c) ensuring a stronger and wider capital and financial base for the Resultant Entity, along with greater access to capital, the reduction of cost of capital, and efficient and optimal utilisation of cash resources of the Parties, and thereby facilitating future growth and expansion;

(d) bringing about greater integration, operational and organisational rationalisation and effective utilisation of the combined resources of the Parties to enhance the operational efficiency of the Resultant Entity; and

(e) enabling greater economies of scale and reduction in/avoiding duplication of overheads, administrative, managerial and other common costs, and adoption of an integrated approach to internal policies, including those pertaining to remuneration, employee benefits, workplace rules and policies.

1.4.2. Accordingly, the Scheme will be in the best interests of the Transferor Company 1, the Transferor Company 2 and the Transferee Company and their respective shareholders and creditors.

2. DEFINITIONS AND INTERPRETATION

2.1. Definitions

In this Scheme, unless repugnant to the subject, meaning or context thereof, the following expressions shall have the meanings as set forth below:

2.1.1. "**Act**" or "**Companies Act**" means the Companies Act, 2013, and the rules framed thereunder, and shall include any statutory modifications, re-enactments or amendments thereof for the time being in force, and shall include all rules, regulations, circulars, notifications, guidelines made or issued in relation thereto, from time to time.

2.1.2. "**ADP**" means Aéroports de Paris S.A., a company existing under the laws of France, registered at R.C.S. Bobigny registry under registration number 552 016 628, having its registered office address at 1 rue de France, 93290, Tremblay-en-France, which is a shareholder in Transferor Company 1.

2.1.3. "**Applicable Law**" or "**Law**" shall mean, with reference to any entity or person, any statute, law, regulation, ordinance, rule, Judgment, notification, rule of common law, notice, order, decree, bye-law, clearance, License, directive, guideline, requirement or other governmental restriction, or any similar form of decision, or determination, or any interpretation, policy or administration, having the force of law of any of the foregoing, by any Governmental Authority having jurisdiction over the matter in question, that is binding on, or applicable to, such entity or person.

2.1.4. "**Appointed Date**" means April 1, 2023 or such other date as may be agreed among the Boards of Directors of the Transferor Company 1, the Transferor Company 2 and the Transferee Company, or as the Tribunal may direct / approve.

2.1.5. "**Board of Directors**" or "**Boards**" in relation to the Transferor Company 1, the Transferor Company 2, and the Transferee Company, as the case may be, means the boards of directors of the respective companies, and includes any committee of directors.

2.1.6. "**BSE**" means BSE Limited.

2.1.7. "**Contracts**" means all contracts, agreements, purchase and sale/service orders, operation and maintenance contracts, memoranda of understanding/undertaking, memoranda of agreement, memoranda of agreed points, bids, tenders, expressions of interest, tariff policies, letters of intent, commitments (including those made to suppliers, customers and other third parties), hire purchase arrangements, lease/licence agreements, tenancy rights, *panchnamas* for right of way, equipment purchase agreements, agreements with customers, suppliers and others agreements with the supplier/manufacturer goods/service providers, contracts with contractors to supply contract labour, concession agreements, other arrangements, undertakings, deeds, bonds, schemes, investments and interest in projects undertaken by the Transferor Company 1 or the Transferor Company 2, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise, to which the Transferor Company 1 or the Transferor Company 2 is a party to, or to the benefit of which the Transferor Company 1 or the Transferor Company 2 may be eligible/entitled, and all rights, title, interest, claims and benefits thereunder which are subsisting or contingent or having any effect immediately before the Effective Date.

2.1.8. "**Core Investment Company**" means a core investment company as defined under the Master Direction – Core Investment Companies (Reserve Bank) Directions, 2016, as may be amended from time to time.

2.1.9. "**Debt Securities**" shall mean, with reference to a Transferor Company, any and all borrowings of such Transferor Company in the form of debt securities, including, without limitation, commercial papers, NCDs, external commercial borrowings, bonds, notes or other securities or instruments of like nature, whether secured or unsecured, convertible into equity shares or not.

2.1.10. "**Effective Date**" shall have the meaning assigned to it in paragraph 13.1.4 of **PART E** of the Scheme.

2.1.11. "**Employees**" means all staff and employees, whether permanent or temporary, engaged in or in relation to the Transferor Company 1 or the Transferor Company 2 as on the Effective Date.

2.1.12. "**Employee Funds**" means all contributions, if any, made towards any provident fund, employees state insurance, gratuity fund, staff welfare scheme or any other special schemes, funds or benefits, existing for the benefit of the Employees, together with such of the investments made by these Employee Funds, which are referable to such Employees.

2.1.13. "**Encumbrance**" means any encumbrance including, without limitation, any claim, mortgage, negative lien, pledge, equitable interest, charge (whether fixed or floating), hypothecation, lien, deposit by way of security, security, title retention, interest, trust, guarantee, commitment, assignment by way of security, or other encumbrances or security interest of any kind securing or conferring any priority of payment in respect of any obligation of any Person and includes without limitation any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security in each case under any law, contract or otherwise, including any option or right of pre-emption, public right, common right, easement rights, any attachment, restriction on use, transfer, receipt of income or exercise of any other attribute of ownership, right of set-off and/ or any other interest held by a third party.

2.1.14. "**Framework Agreement**" means the Framework Agreement dated March 19, 2023, executed among, *inter alia*, the Transferor Company 1, the Transferor Company 2 and the Transferee Company.

2.1.15. "**GISPL**" means GMR Infra Services Private Limited, a company incorporated and registered under the provisions of the Companies Act, 2013 with Corporate Identification Number U45201HR2016PTC099269 and Permanent Account Number AAGCG4386G, which is a shareholder in the Transferor Company 1.

2.1.16. "**GMR Promoter Group**" means: (a) GMR Enterprises Private Limited; (b) Mr. G.M. Rao; (c) Mr. Srinivas Bommidala; (d) Mr. GBS Raju; and (e) Mr. Kiran Kumar Grandhi; and their respective legal heirs, successors or entities controlled by them, together with such other members of the promoter group of the Transferee Company as disclosed from time to time to the Stock Exchanges.

2.1.17. "**Governmental Authority**" means any national, regional or local government or governmental, administrative, regulatory, fiscal, judicial, or government-owned body of any nation or any of its ministries, departments, secretariats, agencies or any legislative body, commission, authority, court or tribunal or entity, and shall include any authority exercising jurisdiction over any Person, including the Stock Exchanges, the RoC, the Ministry of Corporate Affairs, the Competition Commission of India, the RBI, SEBI, the Tribunal and such other sectoral regulators or authorities as may be applicable.

2.1.18. "**Intellectual Property**" shall mean, with reference to any entity, all domestic and foreign intellectual property rights, including with respect to all patents, patent applications, and trademarks, service marks, trade names, trade dress, logos, corporate names, brand names, domain names, all copyrights, designs and mask works, and all registrations, applications and renewals in connection therewith, and software and all website content (including text, graphics, images, audio, video and data), trade secrets, confidential business information and other proprietary information.

2.1.19. "**IT Act**" means the Income Tax Act, 1961 and the rules and regulations framed thereunder and shall include any statutory modifications, re-enactments or amendments thereof for the time being in force.

2.1.20. "**Judgment**" means any judgment, order, decree, writ, injunction, award, settlement, stipulation or finding issued, promulgated, made, rendered, entered into or enforced by or with any Governmental Authority (in each case, whether temporary, preliminary or permanent).

2.1.21. "**Liabilities**" means liabilities of every kind, nature and description, whatsoever and howsoever arising, raised, incurred or utilized for the business or operations of the Transferor Companies, whether present or future, whether or not reflected on a balance sheet in accordance with the accounting standards and includes secured and unsecured debts, sundry creditors, contingent liabilities, secured loans, unsecured loans, borrowings, statutory liabilities (including those under taxation laws and stamp duty laws), contractual liabilities, duties, obligations, guarantees and those arising out of proceedings of any nature.

2.1.22. **"Licences**" means all permits, licenses (including the licenses granted by any Governmental Authority, organisations and companies for the purpose of carrying on its business or in connection therewith), order, permissions, approvals, clearances, consents, concessions, municipal permissions and other permissions, benefits, registrations, rights, entitlements, credits, subsidies, quotas, certificates, clearances, authorities, goodwill, allotments, no-objection certificates, sanctions, subsidies, tax deferrals allotments, quotas, authorisations, exemptions and other benefits, income tax benefits and exemptions, including the right to deduction (for the period remaining since the Appointed Date out of the total period for which the deduction is available in law, if any), liberties and advantages, of including those relating to privileges, powers, facilities etc., of every kind and description of whatsoever nature, if any and the benefits thereof, including applications made in relation thereto, of or relating to the Transferor Company 1 or the Transferor Company 2, or to the benefit of which Transferor Company 1 or the Transferor Company 2 may be eligible or entitled, but shall not include the status of a Core Investment Company, as has been granted by the RBI to the Transferor Company 1.

2.1.23. "**NCDs**" mean non-convertible bonds / debentures;

2.1.24. "**NSE**" means the National Stock Exchange of India Limited.

2.1.25. "**OCRPS**" shall mean optionally convertible and redeemable preference shares.

2.1.26. "**OCRPS Terms**" shall mean the terms for the issuance and allotment of the OCRPS of the Transferor Company 2, and upon the effectiveness of **PART D** of the Scheme, for the issuance and allotment of the OCRPS by the Transferee Company, which terms are set out in **SCHEDULE 1** to this Scheme.

2.1.27. "**Original OCRPS Shareholders**" shall mean the Transferee Company and GISPL.

2.1.28. "**Person**" means any individual, general or limited partnership, corporation (wherever incorporated or un-incorporated), limited liability company, joint stock company, trust, joint venture, unincorporated organisation, association or any other entity, including any Governmental Authority, or any group consisting of two or more of any of the foregoing.

2.1.29. "**Proceedings**" means all legal or other proceedings (including suits, appeals, legal (whether civil or criminal), taxation, administrative, arbitral or other proceedings or investigations of whatsoever nature, if any before any statutory or quasi-judicial authority, court or tribunal) initiated by or against the Transferor Company 1 or the Transferor Company 2, whether pending on the Effective Date, or which may be instituted any time in the future (irrespective of whether they relate to periods on or prior to the Effective Date) and in each case relating to the Transferor Company 1 or the Transferor Company 2.

2.1.30. "**RBI**" means the Reserve Bank of India.

2.1.31. "**RoC**" or "**Registrar of Companies**" means the relevant Registrar of Companies, having jurisdiction over the Transferor Company 1, the Transferor Company 2, or the Transferee Company.

2.1.32. "**SEBI**" means the Securities and Exchange Board of India.

2.1.33. "**SEBI ICDR**" means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be amended, modified, replaced, or supplanted, from time to time.

2.1.34. "**SEBI LODR**" means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended, modified, replaced, or supplanted, from time to time.

2.1.35. "**SEBI Merger Circulars**" means, collectively each of the following SEBI circulars:

(a) circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017;

(b) circular no. CFD/DIL3/CIR/2017/26 dated 23 March 2017;

(c) circular no. CFD/DIL3/CIR/2017/105 dated 21 September 2017;

(d) circular no. CFD/DIL3/CIR/2018/2 dated 3 January 2018;

(e) circular no. SEBI/HO/CFD/DIL1/CIR/P/2019/192 dated 12 September 2019;

(f) circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated 3 November 2020;

(g) circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/0000000657 dated 16 November 2021;

(h) circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/0000000659 dated 18 November 2021;

(i) master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 November, 2021 (as well as any circulars added to Schedule I thereof);

(j) circular no. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated 29 July, 2022 (updated as on 1 December, 2022); and

(k) circular no. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2022/170 dated 9 December, 2022 (along with item (j), the "**SEBI Debt Circulars**"),

each as amended from time to time.

2.1.36. "**Scheme**" or "**the Scheme**" or "**this Scheme**" means this composite scheme of amalgamation and arrangement, including the schedules, in its present form, or with any modification(s), as may be approved or directed by the Tribunal or any modification sought by the Parties, as approved by the Tribunal.

2.1.37. "**Stock Exchanges**" means the NSE and the BSE.

2.1.38. "**Tax**" or "**Taxation**" means any applicable direct or indirect taxes, service tax, social security charges, customs or other duties, which any Person is required under Applicable Law to pay, withhold or collect, including any income taxes, capital gains taxes, any tax payable in a representative capacity which under applicable Law is such person's liability to pay, property taxes, value added tax, goods and services tax, stamp duty, tax on distributed income to shareholders on buy-back of shares, withholding taxes, excise taxes, employee withholding taxes, dividend distribution tax, fringe benefit tax, wealth tax, gift tax, water tax and charges, municipal taxes, gram panchayat taxes, minimum alternative tax, including any surcharge or cess thereon, together with any charges, interest, penalties, levies fines or other additions thereto under Applicable Law for the time being in force as applicable in India with respect to such taxes.

2.1.39. "**Transferee Company**" means the resulting company pursuant to the amalgamation of the Transferor Company 2 and GMR Airports Infrastructure Limited, as contemplated in **PART D** of this Scheme, as applicable.

2.1.40. "**Transferor Companies**" means, together, the Transferor Company 1 and the Transferor Company 2.

2.1.41. "**Transferor Company 1**" means GMR Airports Limited, a public limited company incorporated under the Companies Act, 1956, and having its registered office at BCCL, Times Internet Building, Second Floor, Plot No. 391, Udyog Vihar Phase – III, Gurugram, Haryana 122 016, India.

2.1.42. "**Transferor Company 2**" means: (i) prior to the Appointed Date, GMR Infra Developers Limited, a public limited company incorporated under the provisions of the Act; or (ii) the resulting company pursuant to the amalgamation of the Transferor Company 1 and GMR Infra Developers Limited, as contemplated in **PART C** of this Scheme, as applicable;

2.1.43. "**Transferor 1 CCPS**" shall mean the compulsorily convertible preference shares of the Transferor Company 1 held by the Transferor Company 2 and the Transferee Company, as detailed in paragraph 3.1 below, and includes the Class A Bonus CCPS, Class B Bonus CCPS, Class C Bonus CCPS and Class D Bonus CCPS.

2.1.44. "**Transferor 1 Listed Debt Holders**" shall mean the Persons that are, as on the Effective Date, holders of the Transferor 1 NCDs.

2.1.45. "**Transferor 1 NCDs**" shall mean the non-convertible bonds issued by Transferor Company 1, with the relevant details provided in **SCHEDULE 3** of this Scheme.

2.1.46. "**Transferor 2 CCDs**" shall mean the compulsorily convertible debentures of the Transferor Company 2 held by the Transferee Company of INR 10,00,000 each, aggregating to INR 4138,50,00,000.

2.1.47. "**Transferor 2 Unlisted NCD Holders**" shall mean the Persons that are, as on the Effective Date, holders of the Transferor 2 NCDs.

2.1.48. "**Transferor 2 NCDs**" shall mean the non-convertible debentures issued by Transferor Company 2, comprising of:

(a) 10,000 secured, redeemable, unlisted, unrated, non-convertible debentures of face value of INR 10,00,000 each, aggregating up to INR 1000,00,00,000; and

(b) 680 secured, redeemable, unlisted, unrated, non-convertible debentures of face value of INR 1,00,00,000 each, aggregating up to INR 680,00,00,000.

2.1.49. "**Tribunal**" means the applicable bench of the National Company Law Tribunal having jurisdiction over the Transferor Company 1, the Transferor Company 2, and the Transferee Company, respectively.

2.1.50. "**Undertaking**" means, as the context may require, the Transferor Company 1 and/or the Transferor Company 2, and includes, with reference to the relevant Transferor Company(ies), all the business, undertakings, assets, properties, investments and liabilities of such Transferor Company(ies), of whatsoever nature and kind and wherever situated, on a going concern basis and with continuity of business of such Transferor Company(ies), which shall include:

(a) all movable assets, wherever situated, whether present, future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal, including without limitation current assets, furniture, fixtures, fixed assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventory, stock, prepaid expenses, utilities, actionable claims, earnest monies, security deposits and sundry debtors, bills of exchange, promissory notes, trade investment, investments in companies and entities, non-current investments, financial assets including shares, scrips, stocks, prepaid expenses, bonds, debentures, debenture stock and any other securities and accrued benefits thereto, outstanding loans and advances recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cheques and other negotiable instruments, cash and bank balances and deposits including accrued interests thereto with banks, Governmental Authority, other authorities, bodies and other Persons, benefits of any bank guarantees, performance guarantees, corporate guarantees, letters of credit and tax related assets, if any (including but not limited to accumulated tax loss, unabsorbed tax depreciation, minimum alternate tax credit, income taxes, goods and service tax, service tax, sales tax / central sales tax, value added tax, custom, excise and customs, entry tax / duty, deferred tax benefits, set-offs, advance tax, tax deducted at source and any other tax benefits, exemptions and refunds);

(b) all immovable properties (i.e., land together with the buildings and structures standing thereon or under construction including roads, drains and culverts, bunk house, civil works, foundations for civil works, buildings, warehouses, offices, godowns, depots, guest houses and residential premises, those provided to/occupied by the Employees of the Transferor Company 1 and/or the Transferor Company 2 (as relevant, if any, etc.), including the interest of rental agreements for lease or licence or other rights to use of premises, and all plant and machineries constructed on or embedded or attached to any such immovable properties, in any case whether freehold, leasehold, right of way, leave and licensed or otherwise and documents of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interests in connection with the said immovable properties;

(c) all Licences;

(d) all Contracts;

(e) all intangible assets, including Intellectual Property rights;

(f) all Employees and Employee Funds;

(g) all Liabilities;

(h) all Proceedings;

(i) all benefits, entitlements, incentives and concessions under incentive schemes and policies including without limitation under customs, excise, goods and services tax, entry tax, income tax laws, sales tax / central sales tax and value added tax, to the extent statutorily available, along with associated obligations of the Transferor Companies and all taxes, duties, cess, etc., that are allocable, referable or related to the Transferor Companies, including all or any refunds, credits and claims relating thereto;

(j) all books, records, files, papers, engineering and process information, databases for production, procurement, commercial and management, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and all other books and records, whether in physical or electronic form;

(k) right to any claim not preferred or made by the Transferor Companies (as relevant) in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Companies and any interest thereon, with regard to any law, act or rule or Scheme made by the Government, and in respect of set-off, carry forward of unabsorbed losses and/ or unabsorbed depreciation, deferred revenue expenditure, deduction, exemption, rebate, allowance, amortization benefit, etc. under the IT Act, or taxation laws of other countries, or any other or like benefits under the said statute(s) or under and in accordance with any law or statute; and

(l) any other assets and liabilities.

2.2. Interpretation

2.2.1. The expressions, which are used, but not defined, in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act, the IT Act, the Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992 (including the regulations made thereunder), the Depositories Act, 1996, and other Applicable Laws.

2.2.2. Wherever reference is made to the Tribunal in this Scheme, the reference would include, if appropriate, reference to the Tribunal or such other forum or authority, as may be vested with any of the powers of the Tribunal under the Act and/or rules made thereunder.

2.2.3. In this Scheme, unless the context otherwise requires:

(a) references in this Scheme to "**upon this Scheme becoming effective**" or "**effectiveness of this Scheme**" etc. shall mean the Effective Date;

(b) headings are for convenience only and shall be ignored in construing or interpreting any provision of this Scheme;

(c) references to the singular shall include the plural and *vice-versa* and references to any gender includes the other gender;

(d) the terms "herein", "hereof", "hereto", "hereunder" and words of similar purport refer to this Scheme as a whole and not to any particular provision of this Scheme;

(e) references to a "company" shall include a body corporate;

(f) references to a document shall be a reference to that document as modified, amended, novated or replaced from time to time;

(g) the expression "this paragraph" shall, unless followed by reference to a specific provision, be deemed to refer to the whole paragraph (not merely the sub-paragraph or other provision) in which the expression occurs;

(h) references to paragraphs and Schedules are to paragraphs of and Schedules to this Scheme;

(i) references to paragraphs and Schedules unless otherwise provided are to paragraphs of and Schedules to this Scheme;

(j) the words “include” and “including” shall be construed without limitation;

(k) references to any statute or statutory provision shall include:

(i) all subordinate legislation made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated);

(ii) such provision as from time to time amended, modified, re-enacted or consolidated and (so far as liability thereunder may exist or can arise) shall include also any past statutory provision (as from time to time modified or re-enacted or consolidated) which such provision has directly or indirectly replaced, provided that nothing in this paragraph 2.2.3(k) shall operate to increase the liability of any Party beyond that which would have existed had this paragraph 2.2.3(k) been omitted;

(l) reference to any Person shall include that Person’s successors in interest and permitted assigns or transferees;

(m) where a wider construction is possible, the words “other” and “otherwise” shall not be construed *ejusdem generis* with any foregoing words;

(n) references to “INR” or “Rs.” are to Indian National Rupees;

(o) references to “USD”, “US$” or “U.S. Dollars” are to United States Dollars;

(p) references to “EUR” or “€” are to Euros; and

(q) the Schedules attached to this Scheme form an integral part of this Scheme and will be in full force and effect as though they were expressly set forth in the body of this Scheme.

PART B: CAPITAL STRCUTURE AND DATE OF GIVING EFFECT

3. CAPITAL STRUCTURE

3.1. Transferor Company 1

3.1.1. As on March 19, 2023, the authorised, issued and paid-up share capital of Transferor Company 1 is as follows:

AUTHORISED SHARE CAPITAL	
Number and kind of shares	**Amount (INR)**
1,500,000,000 equity shares of INR 10/- each	15,000,000,000
1,500,000,000 preference shares of INR 10/- each	15,000,000,000
TOTAL	**30,000,000,000**
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
Number and kind of shares	**Amount (INR)**
1,406,669,470 equity shares of INR 10/- each	14,066,694,700
442,855,639 Compulsory Convertible Preference Shares of INR 10/- each	4,428,556,390
TOTAL	**18,495,251,090**

3.1.2. As on March 19, 2023, the shareholding pattern of the Transferor Company 1 is as follows:

EQUITY SHAREHOLDING PATTERN		
Name of Equity Holder	**No. of Equity Shares**	**Percentage of Equity Shareholding**
AEROPORTS DE PARIS S.A.	353,783,144	25.15
GMR AIRPORTS INFRASTRUCTURE LIMITED	422,000,837	30.00
GMR INFRA SERVICES PRIVATE LTD	335,484,897	23.85
GMR INFRA DEVELOPERS LIMITED	295,400,588	21.00
RAJESH KUMAR ARORA*	1	0.00
ANKIT KUMAR BAROLIA*	1	0.00
G.R.K. BABU*	1	0.00
MADHVA B TERDAL*	1	0.00
TOTAL	**1,406,669,470**	**100.00**

**Nominees of GMR Infra Services Private Limited*

DETAILS OF BONUS COMPULSORILY CONVERTIBLE PREFERENCE SHARES		
Class A		
Name of Bonus CCPS Holder	**No. of Class A Bonus CCPS**	**Percentage of Shareholding**
GMR AIRPORTS INFRASTRUCTURE LIMITED	272,077,162	99.47
GMR INFRA DEVELOPERS LIMITED	1,439,230	0.53
TOTAL	**273,516,392**	**100.00**
Class B		
Name of Bonus CCPS Holder	**No. of Class B Bonus CCPS**	**Percentage of Shareholding**
GMR AIRPORTS INFRASTRUCTURE LIMITED	50,532,525	99.47
GMR INFRA DEVELOPERS LIMITED	269,249	0.53
TOTAL	**50,801,774**	**100.00**
Class C		
Name of Bonus CCPS Holder	**No. of Class C Bonus CCPS**	**Percentage of Shareholding**
GMR AIRPORTS INFRASTRUCTURE LIMITED	42,110,437	99.47
GMR INFRA DEVELOPERS LIMITED	224,375	0.53
TOTAL	**42,334,812**	**100.00**
Class D		
Name of Bonus CCPS Holder	**No. of Class D Bonus CCPS**	**Percentage of Shareholding**
GMR AIRPORTS INFRASTRUCTURE LIMITED	75,798,787	99.47
GMR INFRA DEVELOPERS LIMITED	403,874	0.53
TOTAL	**76,202,661**	**100.00**

3.2. Transferor Company 2

3.2.1. As on March 19, 2023, the authorised, issued and paid-up share capital of Transferor Company 2 is as follows:

AUTHORISED SHARE CAPITAL	
Number and kind of shares	**Amount (INR)**
50,000 equity shares of INR 10/- each	5,00,000
TOTAL	**5,00,000**
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	

Number and kind of shares	Amount (INR)
50,000 equity shares of INR 10/- each	5,00,000
TOTAL	**5,00,000**

3.2.2. As on March 19, 2023, the shareholding pattern of the Transferor Company 2 is as follows:

EQUITY SHAREHOLDING		
Name of Equity Holder	**No. of Equity Shares**	**Percentage of Equity Shareholding**
GMR AIRPORTS INFRASTRUCTURE LIMITED	49,994	100.00
DHRUVI SECURITIES LIMITED*	1	0
GMR AEROSTRUCTURE SERVICES LIMITED*	1	0
GMR CORPORATE AFFAIRS LIMITED*	1	0
GMR BUSINESS PROCESS AND SERVICES PRIVATE LIMITED*	1	0
MR. M.V. SRINIVAS*	1	0
MR. NARAYANA RAO K.*	1	0
TOTAL	50,000	**100.00**

**Nominees of GMR Airports Infrastructure Limited*

3.2.3. As on March 19, 2023, Transferor Company 2 has issued 41,385 compulsorily convertible debentures of INR 10,00,000 each, each of which is held by the Transferee Company.

3.3. Transferee Company

3.3.1. As on March 19, 2023, the authorised, issued and paid-up share capital of GMR Airports Infrastructure Limited is as follows:

SHARE CAPITAL DETAILS	
Share Capital	**Amount (In INR)**
Authorised share capital	
13,550,000,000 equity shares of INR 1 each	13,550,000,000
10,00,000 preference shares of INR 1,000 each	1,000,000,000
TOTAL	14,550,000,000
Issued, subscribed and paid-up share capital	
603,59,45,275 equity shares of INR 1, each fully paid-up	6,035,945,275
TOTAL	6,035,945,275

3.3.2. As on March 19, 2023, GMR Airports Infrastructure Limited has issued foreign currency convertible bonds ("**FCCBs**") of a face value of USD 1,000,000 each (United States Dollars One Million each), aggregating to a sum of USD 25,000,000 (United State Dollars Twenty Five Million Only).

3.3.3. As on March 19, 2023, the Board of GMR Airports Infrastructure Limited has approved the issuance of FCCBs of a face value of EUR 1,000 (Euros One Thousand each), aggregating to a sum of the EUR 330,817,000. These are pending allotment, subject to the receipt of necessary regulatory approvals, and the receipt of the subscription amount payable by the allottee in connection with such issuance.

3.3.4. The conversion of these FCCBs, including, where elected by the Transferee Company, any interest accrued thereon, may result in an increase in the issued and paid-up capital of GMR Airports Infrastructure Limited (or the Transferee Company, as applicable).

3.3.5. As on December 31, 2022, the shareholding pattern of GMR Airports Infrastructure Limited was as follows:

EQUITY SHAREHOLDING		
Name of Equity Holder	**No. of Equity Shares**	**Percentage of Equity Shareholding (approx.)**
PROMOTER & PROMOTER GROUP	**3,555,169,176**	**58.90**
INSTITUTIONS (DOMESTIC)	**255,446,400**	**4.23**
Mutual Funds	77025,370	1.28
Alternate Investment Funds	67,500	0.00
Banks	74,087,544	1.23
Life Insurance Corporation of India	103,673,136	1.72
NBFCs	592,850	0.01
INSTITUTIONS (FOREIGN)	**1,680,098,469**	**27.83**
FPIs – Category I	1,674,313,358	27.74
FPIs – Category II	5,785,111	0.10
GOVERNMENT COMPANIES	**12,000**	**0.00**
NON-INSTITUTIONAL INVESTORS	**545,219,230**	**9.03**
TOTAL	**6,035,945,275**	**100.00**

4. DATE OF TAKING EFFECT AND IMPLEMENTATION OF SCHEME

4.1. Date of taking effect

4.1.1. This Scheme set out herein in its present form, or with any modification(s) approved or imposed or directed by the Tribunal or any other Governmental Authority, shall become effective from the Appointed Date and operative from the Effective Date.

PART C: AMALGAMATION OF THE TRANSFEROR COMPANY 1 INTO AND WITH THE TRANSFEROR COMPANY 2

5. TRANSFER AND VESTING OF THE TRANSFEROR COMPANY 1 INTO AND WITH THE TRANSFEROR COMPANY 2

5.1. Introduction

5.1.1. With effect from the Appointed Date, and upon this Scheme becoming effective, the Undertaking of the Transferor Company 1, together with all its estate, properties, assets, rights, claims, title and authorities, liabilities, contracts, employees, licences, records, approvals and interest, as applicable, being integral parts of the Transferor Company 1, shall stand transferred to and vested in, and be deemed to have been transferred to, and vested in and managed by, the Transferor Company 2, as a going concern, without any further deed, act or instrument, together with all its estate, properties, benefits, assets, rights, claims, title and authorities, liabilities and interest, as applicable, subject to the provisions of this Scheme and in accordance with Sections 230 to 232 of the Act, the IT Act, and all other provisions of Applicable Law.

5.2. Without prejudice to the generality of the above, and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date and upon this Scheme becoming effective, in relation to the Undertaking in respect of Transferor Company 1:

5.2.1. **Assets**

(a) In respect of the assets of the Transferor Company 1 which are moveable in nature, or are incorporeal / intangible property, or are otherwise capable of transfer by manual/physical or constructive delivery of possession, or by endorsement and delivery, such assets shall, pursuant to this Scheme, stand transferred to, and vested in and/or deemed to be transferred to and vested in the Transferor Company 2, wherever located, and shall become the property and assets of the Transferor Company 2 (to the extent permissible under Applicable Law). The vesting pursuant to this sub-paragraph shall be deemed to have occurred by manual/physical delivery or by endorsement and delivery, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly to the Transferor Company 2, without requiring execution of any deed or instrument of conveyance for the same.

(b) In respect of the moveable assets belonging to the Transferor Company 1 other than those specified in paragraph 5.2.1(a) above, including investments in shares and any other securities, sundry debtors, actionable claims, earnest monies, receivables, bills, credits, outstanding loans and advances, if any, recoverable in cash or in kind or value to be received, bank balances and deposits, if any, with Governmental Authorities, customers and other Persons, the same shall (notwithstanding whether there is any specific provision for transfer of credits, assets or refunds under Applicable Laws, wherever applicable) without any further act, instrument or deed by the Transferor Company 1 or the Transferor Company 2 or the need for any endorsements, be transferred to and vested from the Transferor Company 1 to the Transferor Company 2, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard. Any security, lien, encumbrance or charge, if any, created over any assets of a third party in relation to the loans, debentures or borrowings extended by the Transferor Company 1, shall, without any further act or deed, stand transferred to the benefit of the Transferor Company 2 and the Transferor Company 2 will have all the rights of the Transferor Company 1 to enforce such security, lien, encumbrance or charge, by virtue of this Scheme. The Transferor Company 2 may (without being obliged to do so), if it so deems appropriate, give notice in such form as it deems fit and proper, to each debtor or obligor or any other Person, that pursuant to the Scheme becoming effective, such debt, loan, advance, claim, bank balance, deposit or other asset be paid or made good or held on account of the Transferor Company 2 as the person entitled thereto, to the end and intent that the right of the Transferor Company 1 to recover or realize all such debts (including the debts payable by such debtor or obligor or any other Person to the Transferor Company 1) stands transferred and assigned to the Transferor Company 2 and that appropriate entries should be passed in the books of accounts of the relevant debtors or obligors or other Persons to record such change.

(c) All immovable properties of the Transferor Company 1, including land, together with the buildings and structures standing thereof, and rights and interests in immovable properties of the Transferor Company 1, whether freehold or leasehold or otherwise, and all documents of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties, shall stand transferred to and vested in, and be deemed to have been transferred to and vested in, the Transferor Company 2, without any further act or deed being done, or being required to be done, by the Transferor Company 1, or the Transferor Company 2 or both. The Transferor Company 2 shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties, and shall be liable to pay the ground rent and Taxes, and fulfil all obligations in relation to, or applicable to, such immovable properties (if any). The mutation or substitution of the title to the immovable properties and updates to the corresponding title records, where required, shall, upon this Scheme becoming effective, be undertaken and duly recorded in the name of the Transferor Company 2, by appropriate Governmental Authorities, in accordance with Applicable Law, without entering into further deed, instrument or writing.

(d) Until the owned property, leasehold property and related rights thereto, license or right to use the immovable property, tenancy rights, liberties and special status are transferred, vested, recorded, effected and/or perfected in the record of the Governmental Authorities in favour of the Transferor Company 2, the Transferor Company 2 shall be deemed to be authorized to carry on business in the name and style of the Transferor Company 1 under the relevant agreement, deed, lease and/or license, as the case may be, and the Transferor Company 2 shall keep a record and account of such transactions. For purposes of taking on record the name of the Transferor Company 2 in the records of the Governmental Authorities in respect of transfer of immovable properties to the Transferor Company 2 pursuant to this Scheme, the Boards of Directors of the Transferor Company 1 and the Transferor Company 2 may approve the execution of such documents or deeds as may be necessary, including deed of assignment of lease or leave or license (as the case may be) by the Transferor Company 1 in favour of the Transferor Company 2.

(e) It is hereby clarified, with reference to paragraph 5.2.1(b) and 5.2.1(c), that investments, if any, made by Transferor Company 1, and all the rights, title and interest of the Transferor Company 1 in any leasehold properties shall, pursuant to Section 232 and other provisions of the Act, as well as the provisions of this Scheme, without any further act or deed, be transferred to and vested in and/or be deemed to have been transferred to and vested in the Transferor Company 2, without entering into further deed, instrument or writing.

(f) Notwithstanding anything contained in this Scheme, with respect to the immovable properties of the Transferor Company 1 in the nature of land and buildings located outside the States / territory where the registered office address of the Transferor Company 1 is situated as on the Effective Date, whether owned, leased or licensed, for the purpose of, *inter alia*, payment of stamp duty and vesting in the Transferor Company 2, if the Transferor Company 2 so decides, the Transferor Company 1 and/or the Transferor Company 2, whether before or after the Effective Date, as the case may be, may execute and register or cause to be executed and registered, separate deeds of conveyance or deeds of assignment of lease, as the case may be, in favour of the Transferor Company 2 in respect of such immovable properties. Each of the immovable properties, only for the purposes of the payment of stamp duty (if required under

Applicable Law), shall be deemed to be conveyed at a value determined by the relevant authorities in accordance with the applicable circle rates. The transfer of such immovable properties shall form an integral part of this Scheme.

(g) For the avoidance of doubt and without prejudice to the generality of paragraph 5.2.1(c) and paragraph 5.2.1(d), it is clarified that, with respect to the immovable properties of the Transferor Company 1 in the nature of land and buildings, the Transferor Company 1 and/or the Transferor Company 2 shall register the certified copy of the orders of the Tribunal approving the Scheme with the offices of the relevant sub-registrar or similar registering authority having jurisdiction over the location of such immovable property and shall also execute and register, as required, such other documents as may be necessary in this regard. For the avoidance of doubt, it is clarified that any document executed pursuant to paragraph 5.2.1(c) and paragraph 5.2.1(d) will be for the limited purpose of meeting requirements under Applicable Law, and shall not be deemed to be a document under which the transfer / conveyance of any property of the Transferor Company 1 takes place and the assets and liabilities of the Transferor Company 1 shall be transferred solely pursuant to and in terms of this Scheme and the order of the Tribunal sanctioning this Scheme;

(h) The transfer and vesting of movable and immovable properties, as detailed in this paragraph 5.2.1, shall be subject to Encumbrances, if any, affecting the same.

(i) All Encumbrances, if any, existing prior to the Effective Date over the assets of the Transferor Company 1 which secure or relate to any liability, shall, after the Effective Date, without any further act, instrument or deed, continue to be related and attached to such assets or any part thereof to which they related or were attached prior to the Effective Date, and as are transferred to the Transferor Company 2. *Provided that* if any assets of the Transferor Company 1 have not been Encumbered in respect of the liabilities, such assets shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to and shall not operate over such assets. Further, such Encumbrances shall not relate or attach to any of the other assets of the Transferor Company 2. The secured creditors of the Transferor Company 2 and/or other holders of security over the properties of the Transferor Company 2 shall not be entitled to any additional security over the properties, assets, rights, benefits and interests of the Transferor Company 1 and therefore, such assets which are not currently Encumbered shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Transferor Company 2. The absence of any formal amendment which may be required by a lender or trustee or any third party shall not affect the operation of the foregoing provisions of this Scheme.

(j) All the security interest over any moveable and/or immoveable properties, and security in any other form (both present and future), including, but not limited to any pledges, or guarantees, if any, created / executed by any Person in favour of the Transferor Company 1 or any other Person acting on behalf of, or for the benefit of, the Transferor Company 1, for securing the obligations of the Persons to whom the Transferor Company 1 has advanced loans and granted other funded and non-funded financial assistance, by way of letter(s) of comfort or through other similar instruments, shall, without any further act, instrument or deed stand vested in and be deemed to be in favour of the Transferor Company 2, and the benefit of such security shall be available to the Transferor Company 2, as if such security was *ab initio* created in favour of the Transferor Company 2. The mutation or substitution of the charge in relation to the movable and immovable properties of the Transferor Company 1 shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferor Company 2 by the appropriate authorities and third parties (including any depository participants) pursuant to the sanction of this Scheme by the Tribunal, and upon the Scheme becoming effective in accordance with the terms hereof.

(k) All estate, assets, rights, title, claims, interest, investments and properties of the Transferor Company 1 as on the Appointed Date, whether or not included in the books of the Transferor Company 1, and all assets, rights, title, interest, investments and properties, of whatsoever nature and wherever situated, which are acquired by the Transferor Company 1 on or prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferor Company 2, with effect from the Appointed Date.

(l) Upon this Scheme becoming effective, in relation to assets (if any) belonging to the Transferor Company 1 which require separate documents for vesting in the Transferor Company 2, the Transferor Company 1 and the Transferor Company 2 will execute such deeds, documents or such other instruments, if any.

5.2.2. **Liabilities**

(a) Upon this Scheme becoming effective and with effect from the Appointed Date, all Liabilities of Transferor Company 1, to the extent they are outstanding as on the Effective Date, shall, without any further act, instrument or deed, stand transferred to and vested in, and shall be deemed to have been transferred to and vested in the Transferor Company 2, so as to become, Liabilities of the Transferor Company 2 on the same terms and conditions as were applicable to the Transferor Company 1, and the Transferor Company 2 shall, and undertakes to meet, discharge and satisfy the same, as if it has incurred such Liabilities, in accordance with their respective terms and conditions, if any.

(b) Without prejudice to the foregoing provisions of this paragraph 5.2.2, upon the coming into effect of the Scheme, all borrowings of the Transferor Company 1, including in the form of Debt Securities (which will include, without limitation, the Transferor 1 NCDs) shall, pursuant to the provisions of Sections 230 to 232 of the Companies Act, and other relevant provisions of the Act, without any further act, instrument or deed, become the Debt Securities of the Transferor Company 2, on the same terms and conditions, and without any change in the structure thereof. All rights, powers, duties, and obligations in relation thereto shall be and stand transferred to and vested in, or be deemed to have been transferred to and vested in, and shall be exercised by or against the Transferor Company 2 as if it were the issuer of such Debt Securities so transferred and vested, with: (i) all Transferor 1 Listed Debt Holders being entitled to receive NCDs of the Transferor Company 2 in lieu of their holding of NCDs of the Transferor Company 1; (ii) each such Transferor 1 Listed Debt Holder receiving 1 NCD of the Transferor Company 2 for each NCD of the Transferor Company 1 held by it; and (iii) each such NCD having the same attributes as that of the corresponding NCD of the Transferor Company 1. The Parties agree that the Transferor 1 NCDs will be listed on the relevant Stock Exchanges on consummation of the actions contemplated in **PART D** of this Scheme.

(c) This Scheme shall not operate to enlarge or extend security for any of the Liabilities of the Transferor Company 1, and the Transferor Company 2 shall not be obliged to create any further or additional securities after the Effective Date, unless otherwise agreed to by the Transferor Company 2 with such secured creditors and subject to the consent and approval of the existing secured creditors of the Transferor Company 2, if any. Further, this Scheme shall not operate to enlarge or extend the security for any loan, deposit, credit or other facility availed by the Transferor Company 2, in as much as the security shall not extend to the assets forming part of the Transferor Company 1 prior to the Effective Date. In so far as the existing security in respect of the Liabilities of the Transferor Company 1 is concerned, such security shall, without any further act, instrument or deed, be modified and shall be extended to, and shall operate only over, the assets forming part of the Transferor Company 1, which have been charged and secured and subsisting as on the Effective Date, in respect of such Liabilities. Provided that if any of the assets forming part of the Transferor Company 1 have not been charged or secured in respect of the Liabilities of Transferor Company 1, such assets shall remain unencumbered, and the existing security referred to above shall not be extended to and shall not operate over such assets.

(d) Where any such debts, loans raised, liabilities, contingent liabilities, duties and obligations of the Transferor Company 1 as on the Appointed Date have been discharged or satisfied by the Transferor Company 1 after the Appointed Date and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the Transferor Company 2.

(e) The Liabilities of the Transferor Company 1, if any, due or which may at any time in the future become due, *inter-se* the Transferor Company 1 and the Transferor Company 2, shall stand discharged and there shall be no liability in that behalf, and corresponding effect shall be given in the books of account and records of the Transferor Company 2.

(f) It is hereby clarified that, unless expressly provided herein, it shall not be necessary to obtain the consent of any third party or other Person, who is a party to any Contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this paragraph 5.2.2. Further, the absence of any formal amendment which may be required by a lender or any third party shall not affect the operation of this paragraph 5.2.2. It is expressly provided that, save as mentioned in this paragraph 5.2.2, no other term or condition of the Liabilities is modified by virtue of this Scheme, except to the extent that such amendment is required by necessary implication.

(g) Wherever required under Applicable Law, the Transferor Company 1 and Transferor Company 2 shall, respectively, take necessary actions for cancellation of securities and issuance of fresh securities, so as to give effect to the provisions of paragraph 5.2.2 herein above.

5.2.3. **Contracts**

(a) All Contracts (including, without limitation, all letters of intent, requests for proposal, requests for quotation, invitations to bid, pre-qualifications, bid acceptances, tenders, and other instruments, of whatsoever nature,) to which the Transferor Company 1 is party, or to the benefit of which the Transferor Company 1 may be entitled, and which are subsisting or having effect immediately before the Effective Date, shall, without any further act, instrument or deed, stand transferred to and vested in, the Transferor Company 2 and continue in full force and effect against or in favour of the Transferor Company 2, as the case may be, and may be enforced by or against the Transferor Company 2 as fully and effectually as if, instead of the Transferor Company 1, the Transferor Company 2 had been a party or beneficiary or obligee thereto or thereunder.

(b) Upon coming into effect of this Scheme, the past track record of the Transferor Company 1, shall be deemed to be the track record of the Transferor Company 2 for all commercial and regulatory purposes, including for the purposes of profitability, experience, credentials, eligibility, standing, evaluation and participation of the Transferor Company 2 in all existing and future bids, tenders and contracts of all authorities, agencies and clients.

(c) All guarantees provided by any bank in favour of the Transferor Company 1, that are outstanding as on the Effective Date, shall vest in the Transferor Company 2 and shall inure to the benefit of the Transferor Company 2, and all guarantees issued by the bankers of the Transferor Company 1 at the request of the Transferor Company 1 favouring any third party shall be deemed to have been issued at the request of the Transferor Company 2, and continue in favour of such third party till its maturity or earlier termination.

(d) Without prejudice to the other provisions of this Scheme and notwithstanding that the vesting of the Transferor Company 1 with the Transferor Company 2 occurs by virtue of this Scheme itself, the Transferor Company 2 may, at any time after the Effective Date in accordance with the provisions hereof, if so required, under any Law or otherwise, execute deeds, confirmations or other writings with any party to any Contract or arrangement to which the Transferor Company 1 is a party or any writings as may be necessary to be executed in order to give formal effect to the provisions of the Scheme. The Transferor Company 2 shall be deemed to be authorized to execute any such writings on behalf of the Transferor Company 1 and to carry out or perform all such formalities or compliances required for the purposes specified above by the Transferor Company 1.

5.2.4. **Licences**

(a) All Licences relating to the Transferor Company 1 (other than the status of a Core Investment Company, as has been granted by the RBI to the Transferor Company 1), which are subsisting or having effect immediately before the Effective Date, shall be transferred to and vested in the Transferor Company 2, without any further act or deed being done by the Transferor Company 1 or the Transferor Company 2, and shall be in full force and effect in favour of the Transferor Company 2, as if the same were originally given to, issued to or executed in favour of the Transferor Company 2, and the Transferor Company 2 shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferor Company 2.

(b) In so far as the various incentives, subsidies, schemes, special status and other benefits or privileges enjoyed, granted by any Governmental Authority, or by any other Person, or availed by the Transferor Company 1, are concerned, the same shall vest with and be available to the Transferor Company 2 on the same terms and conditions as applicable to the Transferor Company 1, as if the same had been allotted and/or granted and/or sanctioned and/or allowed to the Transferor Company 2.

(c) Upon this Scheme becoming effective, all electricity, gas, water and any other utility connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities in different states to the Transferor Company 1, together with security deposits and all other advances paid, shall stand automatically transferred in favour of the Transferor Company 2 on the same terms and conditions without any further act, instrument or deed. The relevant electricity, gas, water and any other utility companies, boards, agencies and authorities shall issue invoices in the name of Transferor Company 2 with effect from the billing cycle commencing from the month immediately succeeding the month in which the Effective Date falls. The Transferor Company 2 shall comply with the terms, conditions and covenants associated with the grant of such connection and shall also be entitled to refund of security deposits placed with such companies, boards, agencies and authorities by the Transferor Company 1.

(d) Benefits of any and all corporate approvals, whether in the nature of compliances or otherwise, as may have already been taken by the Transferor Company 1 (including, without limitation, any resolutions adopted by the Transferor Company 1 which are valid on the Effective Date, and are considered necessary by the Board of Directors of the Transferor Company 2), whether for compliances under Applicable Law or otherwise, shall stand transferred to and vested in the Transferor Company 2, and the said corporate approvals and compliances shall be deemed to have been obtained and complied with by the Transferor Company 2.

(e) Any resolutions of the Transferor Company 1 relating to any powers in connection with borrowing, making investments, provision of loans, provision of guarantees, etc., subject to the provisions of the Act or any other applicable statutory provisions, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting, and be deemed to be resolutions of the Transferor Company 2, and any limits (in connection with the aforesaid actions) provided under such resolutions shall be added to the limits under the resolutions passed by the Transferor Company 2, with such limits being incremental to the existing limits of the Transferor Company 2. Such increased limits shall be available to the Transferor Company 2 as if the relevant resolutions had been originally approved by the Transferor Company 2.

(f) Upon this Scheme becoming effective, all powers of attorney given by, issued to, or executed in favour of, the Transferor Company 1 shall stand transferred to the Transferor Company 2, on the same terms and conditions, subject to Applicable Law, and the Transferor Company 2 shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferor Company 2.

(g) Any third party or authority, the consent of which is required to give effect to the provisions of this paragraph, shall take on record the order of the Tribunal sanctioning this Scheme, and make and duly record the necessary substitution or endorsement in the name of the Transferor Company 2 as successor in interest. For this purpose, the Transferor Company 2 shall file certified copies of such sanction order, and if required, file appropriate applications or forms with relevant authorities concerned for statistical and information purposes only, and there shall be no break in the validity and enforceability of the licenses.

(h) Further, in the event any licence of the Transferor Company 1 is non-transferrable, then, in such scenario and to the extent required, the Transferor Company 2 shall apply for fresh licenses, permits, permissions, approvals, consents, etc.

5.2.5. **Employees**

(a) All Employees of the Transferor Company 1, whether permanent or temporary, engaged in or in such employment as on the Effective Date, if any, shall become, and be deemed to have become the Employees of the Transferor Company 2 and shall stand transferred to the Transferor Company 2, without any interruption of or break in service and on terms and conditions no less favourable than those on which they are engaged by the Transferor Company 1.

(b) The Transferor Company 2 agrees that the duration of service of all such employees with the Transferor Company 1 prior to the transfer, shall be taken into account for the purposes of all benefits to which such employees may be eligible, and accordingly, shall be reckoned from the date of their respective appointment in the Transferor Company 1. The Transferor Company 2 undertakes to pay the same, as and when payable under Applicable Laws.

(c) All contributions, including contributions towards any Employee Funds, made by the Transferor Company 1 on behalf of its Employees, including the interests arising thereon, shall be transferred to the funds maintained by the Transferor Company 2, along with such of the investments made by such Employee Funds which are referable and allocable to its Employees, and the Transferor Company 2 shall stand substituted for the Transferor Company 1 with regard to the obligation to make the said contributions.

(d) With regard to the Employee Funds, including provident fund, gratuity fund, superannuation fund or any other special fund or obligation of the Transferor Company 1, created or existing for the benefit of Employees, either with the Transferor Company 1 or with the jurisdictional legally authorised officer and/or like regulators, shall, on the Effective Date stand transferred to the Transferor Company 2 and the Transferor Company 2 shall stand substituted for the Transferor Company 1 for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents and Applicable Law, and shall take all necessary steps to effectuate such substitution and enrolment of the Employees of the Transferor Company 1 as members of such funds as may be necessary. Such funds, if any, created by the Transferor Company 1 for its Employees or with the jurisdictional legally authorised officer and/or like regulators shall, on and from the Effective Date, be continued for the benefit of such employees on the same terms and conditions. With effect from the Effective Date, the Transferor Company 2 will make the necessary contributions for such Employees of the Transferor Company 1, and deposit the same in the relevant Employee Funds, including the provident fund, gratuity fund or superannuation fund and/or similar obligations, where applicable.

(e) In the event that trustees are constituted as holders of any securities, trust funds or trust monies, in relation to any provident fund trust, gratuity trust, superannuation trust, welfare trust, or any other such trust existing for the benefit of the Employees of the Transferor Company 1, such funds shall be transferred by such trustees of the trusts of the Transferor Company 1 to similarly placed separate trusts and the trustees of the Transferor Company 2, if set up for the same purpose and object, on the same terms and conditions, and shall be deemed to be a transfer of trust property from one set of trustees to another set of trustees in accordance with the provisions of the relevant labour laws, Indian Trusts Act, 1882, the IT Act and relevant stamp legislations, relevant trust deed and rules, as applicable. In such case, appropriate deeds of trusts and/or documents for transfer of trust properties shall be executed upon the sanction of the Scheme in accordance with the terms hereof by the trustees of such trusts in favour of the trusts of the Transferor Company 2, so as to continue the benefits of the Employees of the Transferor Company 1. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Company 1 in relation to such schemes or funds shall become those of the Transferor Company 2. Without prejudice to the aforesaid, the Board of Directors of the Transferor Company 2, if it deems fit and subject to Applicable Laws, shall be entitled to: (a) retain separate trusts or funds within the Transferor Company 2, for the erstwhile fund(s) of the Transferor Company 1; or (b) merge the pre-existing fund of the Transferor Company 1 with other similar funds of the Transferor Company 2.

(f) The contributions, if any, made by the Transferor Company 1 under Applicable Laws in connection with the Employees of the Transferor Company 1, to the Employee Funds of the Transferor Company 1, for the period after the Appointed Date shall be deemed to be contributions made by the Transferor Company 2.

5.2.6. **Intellectual Property**

All Intellectual Property of the Transferor Company 1, including any Intellectual Property in connection with which the Transferor Company 1 has, or is eligible to have, any rights or entitlement, whether towards usage or otherwise, shall, without any requirement of any further act, instrument or deed stand transferred to and vested in the Transferor Company 2, and be in full force and effect in favour of the Transferor Company 2, and may be enforced by or against it as fully and effectually as if, instead of the Transferor Company 1, the Transferor Company 2 had been a party or beneficiary or obligee thereto. This Scheme shall serve as the requisite consent for the use and transfer of the Intellectual Property of the Transferor Company 1, without requiring the execution of any further deed or document, so as to transfer the Intellectual Property in favour of the Transferor Company 2.

5.2.7. **Taxes, Benefits, Entitlements, Incentives and Concessions**

(a) All direct and indirect taxes, including but not limited to customs, excise, advance tax, self-assessment tax, buyback tax, tax deducted at source ("**TDS**"), tax collected at source ("**TCS**"), minimum alternate tax credits, dividend distribution tax, banking cash transaction tax, securities transaction tax, taxes withheld / paid in a foreign country, equalization levy, goods and services tax (including central goods and service tax ("**CGST**"), state goods and service tax ("**SGST**"), integrated goods and service tax ("**IGST**") and union territory goods and service tax ("**UTGST**")), sales tax, value added tax, service tax, entry tax, wealth tax, and any surcharges, interest, duties and cess payable by or refundable to the Transferor Company 1, including all or any refunds or claims, shall be treated as the tax payable / refundable, as the case may be, of the Transferor Company 2.

(b) Any benefits, entitlements, incentives, concessions, advantages, privileges, exemptions, credits, holidays, remissions, reductions, etc., that the Transferor Company 1 is entitled to, including but not limited to customs, excise, goods and services tax, value added tax, service tax, entry tax, income tax laws, and wealth tax shall, to the extent statutorily available and along with associated obligations, stand transferred to and be available to the Transferor Company 2 by operation of law pursuant to the order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Company 1 or the Transferor Company 2 and these shall relate back to the Appointed Date as if the Transferor Company 2 was originally entitled to all such benefits, entitlements, incentives and concessions, subject to continued compliance by the Transferor Company 2 of all the terms and conditions subject to which the benefits under the incentive schemes were initially made available to the Transferor Company 1.

5.2.8. **Legal Proceedings**

(a) The Transferor Company 2 shall bear the burden and the benefits of all Proceedings filed by or against the Transferor Company 1 pending and/or arising on or before the Effective Date. Upon the Scheme coming into effect on the Effective Date, if any Proceedings in respect of Transferor Company 1 are pending or which may be instituted at any time in the future, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of the amalgamation of the Transferor Company 1 with the Transferor Company 2 or of anything contained in this Scheme and may be continued, prosecuted and enforced by or against the Transferor Company 2 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company 1, by operation of law pursuant to the order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Company 1 or the Transferor Company 2.

(b) The Transferor Company 2 undertakes to have such Proceedings relating to or in connection with the Transferor Company 1, initiated by or against the Transferor Company 1, transferred in its name as soon as possible and to have the same continued, prosecuted and enforced by or against the Transferor Company 2. The Transferor Company 2 also undertakes to pay all amounts including interest, penalties, damages, etc., which the Transferor Company 1 may be called upon to pay or secure in respect of any liability or obligation relating to the Transferor Company 1 for the period from the Appointed Date up to the Effective Date and any costs incurred by the Transferor Company 1 in respect of such Transferor 1 Proceedings started by or against it relatable to the period from the Appointed Date up to the Effective Date, upon submission of necessary evidence by the Transferor Company 1 to the Transferor Company 2 for making such payment. Following the Effective Date, the Transferor Company 2 may initiate any legal proceeding for and on behalf of the Transferor Company 1.

5.2.9. **Books and Records**

(a) All books, records, files, papers, process information, databases, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, and all other books and records, whether in physical or electronic form of the Transferor Company 1 shall, to the extent possible and permitted under Applicable Laws, be handed over and transferred to the Transferor Company 2.

5.2.10. **Bank Accounts**

(a) The Transferor Company 2 shall be entitled to operate all bank accounts, realise all monies and complete and enforce all pending Contracts and transactions in the name of the Transferor Company 1, to the extent necessary, without any further acts, deed or writing. For avoidance of doubt, it is hereby clarified that all cheques and other negotiable instruments, payment orders received and presented for encashment which are drawn in the name of, or the benefit of, the Transferor Company 1 after the Effective Date, shall be accepted for payment by the bankers of the Transferor Company 2, and credited to the accounts of the Transferor Company 2, as if presented by the Transferor Company 2. Similarly, the banker of the Transferor Company 2 shall honour all cheques issued by the Transferor Company 1 for payment after the Effective Date.

(b) All bank accounts operated or entitled to be operated by the Transferor Company 1 shall be deemed to have transferred and shall stand transferred to the Transferor Company 2 and names of the Transferor Company 1 shall be substituted by the name of the Transferor Company 2 in the bank's records, without any further acts, deeds or writings.

(c) For the avoidance of doubt it is clarified that with effect from the Effective Date, the Transferor Company 2 shall be entitled to operate such bank accounts of the Transferor Company 1, in its name, in so far as may be necessary, notwithstanding whether the name of the account holder in the respective bank accounts of the Transferor Company 1 has been substituted by the bank in the name of the Transferor Company 2.

5.2.11. ***Inter se* Transactions**

Upon this Scheme becoming effective and with effect from the Appointed Date, all *inter se* Contracts solely between the Transferor Company 1 and the Transferor Company 2 shall stand cancelled and cease to operate, and appropriate effect shall be given to such cancellation and cessation in the books of accounts and records of the Transferor Company 2.

6. ACTIONS UPON EFFECTIVENESS OF PART C OF THE SCHEME

6.1. Transfer of Authorised Share Capital

6.1.1. Upon this Scheme becoming effective the authorised share capital of the Transferor Company 1 shall stand transferred to, and be amalgamated with, the authorised share capital of the Transferor Company 2, without any liability for payment of any additional fees (including fees and charges to the relevant RoC) or stamp duty.

6.1.2. In addition to the actions detailed in paragraph 6.1.1 above, the Board of Directors of the Transferor Company 2 shall, if and to the extent necessary, undertake necessary corporate actions for undertaking the increase and/or re-classification of the authorised share capital of the Transferor Company 1 necessary to enable the consummation of the actions contemplated in paragraph 6.4.2.

6.1.3. The consent of the shareholders of the Transferor Company 1 and the Transferor Company 2 to this Scheme shall be deemed to be sufficient for the purpose of effecting the above provisions, and no further action under Section 13 or 61 or any other provision of the Act shall be separately required, nor shall any additional fees (including fees and charges to the relevant RoC) or stamp duty be payable by Transferor Company 2.

6.1.4. For the avoidance of doubt, it is clarified that, if the authorised share capital of the Transferor Company 1 or the Transferor Company 2 undergoes any changes, either as a consequence of any corporate action or otherwise, then this paragraph 6.1 shall automatically stand modified to take into account the effect of such change.

6.2. Determination of Record Date

6.2.1. The Board of Directors of the Transferor Company 2, after procuring the consent of the Board of Directors of the Transferor Company 1, shall determine the Record Date, for issuance and allotment of equity shares and OCRPS of the Transferor Company 2 to the shareholders of Transferor Company 1, in terms of paragraph 6.4, *provided that* the Record Date shall be the Effective Date. Upon determination of the Record Date, the Transferor Company 1 shall provide a list of its shareholders as on such Record Date, who are entitled to receive equity shares and/or OCRPS in the Transferor Company 2 in terms of this Scheme.

6.3. Share capital of Transferor Company 1 immediately prior to the Effective Date

6.3.1. Prior to **PART C** of this Scheme coming into effect, but subject to the receipt of the order from the Tribunal approving this Scheme, the Transferor 1 CCPS shall stand converted in the following manner:

(a) the Class B CCPS shall stand converted into 96,81,848 equity shares having a face value of INR 10 of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1;

(b) the Class C CCPS shall stand converted into 80,68,207 equity shares having a face value of INR 10 of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1;

(c) the Class D CCPS shall stand converted into 1,45,22,772 equity shares having a face value of INR 10 of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1; and

(d) the Class A CCPS shall stand converted into 12,79,05,992 equity shares having a face value of INR 10 of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1.

6.3.2. The Board of Directors of the Transferor Company 1 shall, if and to the extent necessary, undertake necessary corporate actions for undertaking the increase and/or re-classification of the authorised share capital of the Transferor Company 1 necessary to enable the conversion of the Transferor 1 CCPS specified in paragraph 6.3.1. The consent of the shareholders of the Transferor Company 1 to this Scheme shall be deemed to be sufficient for the purpose of effecting the above, and no further action under Section 13 or 61 or any other provision of the Act shall be separately required, nor shall any additional fees (including fees and charges to the relevant RoC) or stamp duty be payable by Transferor Company 1.

6.3.3. The issued share capital of the Transferor Company 1, after such conversion, shall stand as follows:

ISSUED SHARE CAPITAL		
Name of Equity Holder	**No. of Equity Shares**	**% of Holding**
ADP	36,95,96,829	23.59%
GIL	56,55,17,023	36.09%

GISL	33,54,84,901	21.41%
GIDL	29,62,49,536	18.91%
TOTAL	**1,56,68,48,289**	**100%**

6.4. Consideration and Issue of Shares

6.4.1. The Parties have agreed that, upon this Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 1 into and with the Transferor Company 2 in terms of **PART C** of this Scheme, the resident Indian shareholders of the Transferor Company 1 shall be issued, in lieu of their existing shareholding in the Transferor Company 1, securities in the form of equity shares as well as OCRPS of the Transferor Company 2, such that 9.00% of the value of the securities issued to the resident Indian shareholders, on account of their direct shareholding in the Transferor Company 1, is in the form of equity shares, and 91.00% of the value of the securities issued to the resident Indian shareholders on account of their direct shareholding in the Transferor Company 1 is in the form of OCRPS. 100% of the value of the securities issued to foreign shareholders shall be in the form of equity shares, as ADP, being a company incorporated outside India, cannot be issued OCRPS in compliance with Applicable Law.

6.4.2. Upon this Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 1 into and with the Transferor Company 2 in terms of **PART C** of this Scheme, the Transferor Company 2 shall without any further application, act, instrument or deed, but subject to the terms stated herein below and in compliance with Applicable Law, issue (at a face value of INR 10 (with reference to equity shares), and at a face value of INR 400 (with reference to OCRPS)), and allot securities, out of the authorised share capital of the Transferor Company 2, as on the Record Date as follows:

(a) GMR Airports Infrastructure Limited, as a shareholder in the Transferor Company 1, shall be entitled to receive:

(i) for every 1,000 equity shares of the Transferor Company 1 held by GMR Airports Infrastructure Limited, 15,918 equity shares of the Transferor Company 2, having a face value of INR 10; and

(ii) for every 40,000 equity shares of Transferor Company 1 held by GMR Airports Infrastructure Limited, 15,918 OCRPS of the Transferor Company 2, having a face value of INR 400, each of which OCRPS shall reflect 40 equity shares of Transferor Company 2 on a fully diluted basis;

(b) GISPL, as a shareholder in the Transferor Company 1, shall be entitled to receive:

(i) for every 1,000 equity shares of Transferor Company 1 held by GISPL, 15,918 equity shares of the Transferor Company 2, having a face value of INR 10; and

(ii) for every 40,000 equity shares of Transferor Company 1 held by GISPL, 15,918 OCRPS of the Transferor Company 2, having a face value of INR 400, each of which OCRPS shall reflect 40 equity shares of Transferor Company 2 on a fully diluted basis;

(c) ADP, being a company incorporated outside India, cannot be issued OCRPS (governed by the OCRPS Terms) in compliance with Applicable Law, and as a shareholder in the Transferor Company 1, shall be entitled to receive for every 1,000 equity shares of the Transferor Company 1 held by ADP, 15,918 equity shares of the Transferor Company 2, having a face value of INR 10;

(d) the equity shares of the Transferor Company 1, as held by the Transferor Company 2, shall stand cancelled in their entirety, without any further act, instrument or deed; and

(e) for the purposes of issuance of shares and OCRPS under sub-items (a) to (c) of this paragraph 6.4.1, such issuance shall be undertaken on the basis of the Share Exchange Ratio and the OCRPS Exchange Ratio.

6.4.3. For the purposes of paragraph 6.4.1 herein above:

(a) the "**Share Exchange Ratio**" shall be every 1,000 (one thousand) fully paid equity shares of the face value of INR 10 of the Transferor Company 1 being exchanged for 15,918 equity shares of the face value of INR 10 of the Transferor Company 2, each being a fully paid-up equity share of the Transferor Company 2; and

(b) the "**OCRPS Exchange Ratio**" shall be every 40,000 fully paid equity shares of the face value of INR 10 of the Transferor Company 1 being exchanged for 15,918 OCRPS of the face value of INR 400 of the Transferor Company 2. It is clarified that the OCRPS Exchange Ratio is calculated based on the Share Exchange Ratio, taking into account the number of equity shares which would result, on a fully diluted basis, from the conversion of the OCRPS.

6.4.4. The issuance of equity shares and OCRPS by the Transferor Company 2 shall be based on the valuation report dated March 19, 2023, provided by KPMG Valuation Services LLP, being the valuer appointed by the Board of Directors of each of the Transferor Company 1 and the Transferor Company 2, and the fairness opinion dated March 19, 2023 issued by ICICI Securities Limited.

6.4.5. For the purpose of issue and allotment of equity shares and OCRPS pursuant to this paragraph 6.4, the following terms shall apply:

(a) Approval of this Scheme by the shareholders of the Transferor Company 2 shall be deemed to constitute due compliance with Section 62 and any other applicable provisions of the Act and the articles of association of the Transferee Company 2, and no other consent shall be required under the Act, any other Applicable Law, or the articles of association of the Transferor Company 2, for the issue of equity shares and OCRPS to the shareholders of the Transferor Company 1, and upon the shareholders of the Transferor Company 2 approving the Scheme, it shall be deemed that they have given their consent, including under the Act, any other Applicable Law, and the articles of association of the Transferor Company 2, to the issue of equity shares and OCRPS of the Transferor Company 2 to the shareholders of the Transferor Company 1, in accordance with this Scheme.

(b) The equity shares and OCRPS proposed to be allotted pursuant to the Scheme shall be subject to the provisions of the memorandum of association and the articles of association of the Transferor Company 2, and shall rank *pari passu* with the existing equity shares and OCRPS respectively, as the case may be, including the rights in respect of dividend and bonus shares, if declared by the Transferor Company 2 on or after the Effective Date.

(c) The issue and allotment of equity shares and OCRPS as provided in **PART C** of this Scheme shall be carried out in accordance with the provisions of the Act.

(d) All equity shareholders, as detailed in paragraph 6.4.1 hereinabove, shall be issued and allotted fresh equity shares of the Transferor Company 2, in accordance with Applicable Law. All OCRPS issued by the Transferor Company 2 shall, by virtue of this Scheme, be deemed to be allotted in accordance with the provisions of paragraph 6.4.1, on and in accordance with the OCRPS Terms, and the Transferor Company 2 shall take all necessary steps to give effect to such issuance and allotment of OCRPS.

6.4.6. If any of the entities mentioned in paragraph 6.4.2 above become entitled to any fractional shares, entitlements or credit, in connection with the allotment of equity shares or OCRPS of the Transferor Company 2, such fractional shares, entitlement or credit shall be rounded down to the nearest whole number.

6.4.7. The Transferor Company 2 shall comply with and make the appropriate and necessary filings with the RBI within the prescribed timelines, as required under Applicable Law, for issuance of shares to non-resident shareholders as a result of this Scheme.

6.5. Dissolution of the Transferor Company 1

6.5.1. Upon **PART C** of this Scheme becoming effective, the Transferor Company 1 shall stand dissolved without being wound up, without any further act, instrument or deed.

6.6. Contingent effect

6.6.1. Notwithstanding anything to the contrary provided in this Scheme, no provision of **PART C** of this Scheme shall be given effect to, unless **PART D** of this Scheme has also been approved by the Tribunal, and the procedure detailed in paragraph 13.1.5 can be undertaken, validly and in compliance with Applicable Law, in the exact manner and sequence detailed therein.

7. CONDUCT OF BUSINESS BETWEEN THE APPPOINTED DATE AND THE EFFECTIVE DATE AND SAVING OF CONCLUDED TRANSACTIONS

7.1. Conduct of business

7.1.1. The approval of this Scheme by the Board of Directors of the Transferor Company 1 or the Transferor Company 2, or the submission of this Scheme to the Tribunal, shall be without prejudice to the ability of each of the Transferor Company 1 and the Transferor Company 2 to conduct their respective businesses and operations in the ordinary course of business, including (without limitation) accruing indebtedness or procuring suitable investments (such as by way of raising capital), except as otherwise agreed to by the parties to the Framework Agreement.

7.1.2. With effect from the Appointed Date and up to and including the Effective Date:

(a) The Transferor Company 1 shall carry on and be deemed to have been carrying on the business and activities, and shall be further deemed to have held and stood possessed of all the said assets, rights, title, interests, authorities, contracts, investments and decisions, for and on account of, and in trust for, the Transferor Company 2 and all the profits and incomes accruing or arising to the Transferor Company 1, and all the expenditures or losses arising or incurred by it shall for all purposes be treated as the profits and incomes or expenditures and losses of the Transferor Company 2, as the case may be.

(b) All taxes, including without limitation, income-tax, minimum alternate tax, dividend distribution tax, securities transaction tax, taxes withheld / paid in a foreign country, sales tax, excise duty, custom duty, service tax, value added tax, goods and services tax (including CGST, SGST, IGST, UTGST), entry tax, wealth tax and equalisation levy, paid or payable by the Transferor Company 1 in respect of the operations and/or the profits of the business before the Appointed Date shall be on account of the Transferor Company 1 and, in so far as it relates to the tax payment (including, without limitation, income-tax, minimum alternate tax, securities transaction tax, taxes withheld/paid in a foreign country, sales tax, excise duty, custom duty, service tax, value added tax, goods and services tax (including CGST, SGST, IGST, UTGST) and equalisation levy) whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company 1 in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferor Company 2 and shall, in all proceedings, be dealt with accordingly.

(c) All obligations, liabilities, duties and commitments attached, related or pertaining to the Transferor Company 1 shall be undertaken and shall be deemed to have been undertaken for and on account of and in trust for the Transferor Company 2.

(d) The Transferor Company 1 shall not, without the prior written consent of the Transferor Company 2, undertake any new business or alter or substantially expand its existing business.

(e) The Transferor Company 1 shall not make any change in its capital structure, whether by way of increase (by issue of equity shares, rights shares, bonus shares, preferential issue, convertible debentures, share warrants or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organisation, or in any other manner effect the reorganisation of capital of the Transferor Company 1, except under any of the following circumstances:

(i) by mutual consent of the respective Boards of Directors of each of the Transferor Company 1 and the Transferor Company 2; or

(ii) changes pursuant to commitments, obligations or arrangements made prior to the Appointed Date and disclosed to the Transferor Company 2 or as part of this Scheme; or

(iii) as may be permitted under this Scheme, including conversion of the Transferor 1 CCPS; or

(iv) if such action does not affect the Share Exchange Ratio and/or the OCRPS Exchange Ratio (as defined in paragraph 6.4.2 of this Scheme)

(f) The Transferor Company 1 shall preserve and carry on its business and activities with reasonable diligence and business prudence and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments, either for itself or on behalf of its group companies or any third party or sell, transfer, alienate, charge, mortgage or encumber or deal with any assets or any part thereof save and except in each case in the following circumstances:

(i) if the same is in the ordinary course of business as carried on by the Transferor Company 1 as on the date of filing this Scheme with the Tribunal; or

(ii) if the same is permitted by this Scheme; or

(iii) when financial commitment or borrowing or incurring of liability is to or from or creation of charge, mortgage or encumbrance on assets is in favour of, the Transferor Company 2; or

(iv) if written consent of the Board of Directors of the Transferor Company 2 has been obtained.

(g) The Transferor Company 1 shall not vary the terms and conditions of service of any of its Employees, except in the ordinary course of its business and shall not, without the prior written consent of the Transferor Company 2, materially alter the terms and conditions of service of any of the Employees of the Transferor Company 1 or enter into any long term settlements or contracts with any of the Employees of the Transferor Company 1 or its employees' unions. Notwithstanding the above, the Transferor Company 1 shall be permitted to transfer all or some of the Employees of the Transferor Company 1 to the Transferor Company 2 on or prior to the Effective Date.

7.1.3. All assets acquired, leased or licensed, Licences obtained, benefits, entitlements, incentives and concessions granted, Contracts entered into, Intellectual Property developed or registered or applications made thereto, Liabilities incurred and Proceedings initiated or made party to, between the Appointed Date and until the Effective Date by the Transferor Company 1 shall be deemed to be transferred to and vested in the Transferor Company 2. For avoidance of doubt, where any of the Liabilities as on the Appointed Date (deemed to have been transferred to the Transferor Company 2) have been discharged by the Transferor Company 1 on or after the Appointed Date but before the Effective Date, such discharge shall be deemed to have been for and on behalf of the Transferor Company 2 for all purposes and under Applicable Laws.

7.1.4. With effect from the Effective Date, the Transferor Company 2 shall commence and carry on and shall be authorized to carry on the business of the Transferor Company 1.

7.1.5. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Transferor Company 1 occurs by virtue of **PART C** of this Scheme itself, the Transferor Company 2 may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required under Applicable Law or otherwise, give notice in such form, as may be required or as it may deem fit and proper or enter into or execute deeds (including deeds of adherence), confirmations, novations, declarations or other writings or documents as may be necessary and carry out and perform all such formalities and compliances, for and on behalf of the Transferor Company 1, including, with or in favour of and required by: (a) any party to any Contract to which the Transferor Company 1 is a party; or (b) any Governmental Authority or non-government authority, in order to give formal effect to the provisions of this Scheme. *Provided however*, that execution of any confirmation or novation or other writings or arrangements shall in no event postpone the giving effect to this Scheme from the Effective Date, and shall not affect transfer and vesting under the Scheme, which shall be without any act, deed or writing by the Transferor Company 2.

7.1.6. To the extent possible, pending sanction of this Scheme by the Tribunal, the Transferor Company 1 or the Transferor Company 2 shall also be entitled to apply to the relevant Governmental Authorities and other third parties concerned, as may be necessary under any law or contract for transfer of such consents, approvals and sanctions which the Transferor Company 2 may require to own and carry on the business of the Transferor Company 1, with effect from the Effective Date and subject to this Scheme being sanctioned by the Tribunal.

7.2. Saving of Concluded Transactions

7.2.1. The transfer and vesting of the Transferor Company 1 with and into the Transferor Company 2 under **PART C** of this Scheme and the continuance of the proceedings mentioned herein shall not affect the transactions or proceedings already concluded by the Transferor Company 1 on or prior to the Effective Date, to the end and intent that the Transferor Company 2 shall accept all the acts, deeds and things done and executed, be it of whatsoever nature, by or on behalf of the Transferor Company 1 in respect thereto as acts, deeds and things done and executed on behalf of itself.

8. ACCOUNTING AND TAX TREATMENT

8.1. Accounting Treatment

8.1.1. Upon the Scheme becoming effective, the Transferor Company 2 shall account for the amalgamation in its books of accounts in accordance with the “Pooling of Interest Method” laid down under Appendix C (*Business combinations of entities under common control*) of the Indian Accounting Standard 103 – ‘Business Combination’ notified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as follows:

(a) The Transferor Company 2 shall record all the assets, liabilities and reserves of the Transferor Company 1, vested in the Transferor Company 2 pursuant to the Scheme, at their respective carrying amounts.

(b) The carrying amount of investments in the equity shares of Transferor Company 1, as appearing in the books of the Transferor Company 2, together with the corresponding unrealised gain recognised in fair valuation through other comprehensive income (“**FVTOCI**”) reserve, and any related deferred tax liability shall stand cancelled.

(c) Inter-corporate loans, deposits or balances as between the Transferor Company 2 and the Transferor Company 1, as well as any obligations in respect thereof, shall stand cancelled, and there shall be no obligations / rights extant in that regard.

(d) No adjustments are to be made to reflect fair values, or recognise new assets or liabilities, except to harmonise the accounting policies between the Transferor Company 2 and the Transferor Company 1. In case of any difference in accounting policies between the Transferor Company 2 and the Transferor Company 1, the accounting policies followed by the Transferor Company 2 shall prevail, and the impact of the difference will be quantified and adjusted to the revenue reserves of Transferor Company 2 to ensure that the financial statements of the Transferor Company 2 reflect the financial position on the basis of consistent accounting policies.

(e) All costs and expenses incurred in connection with the Scheme and to put it into operation, and any other expenses and charges attributable to the implementation of the Scheme, shall be debited to the statement of profit and loss of the Transferee Company.

(f) The identity of the reserves, including retained earnings of the Transferor Company 1, shall be preserved and they shall appear in the financial statements of the

Transferor Company 2 in the same form and manner in which they appeared in the financial statements of the Transferor Company 1.

(g) The Transferor Company 2 shall credit, to its equity share capital account and OCRPS classified under 'other equity', the aggregate face value of equity shares and OCRPS respectively issued by it to the equity shareholders of the Transferor Company 1 in terms of paragraph 6.4.2 of the Scheme.

(h) The excess of value of assets over the value of liabilities and reserves of the Transferor Company 1 transferred to the Transferor Company 2 pursuant to the Scheme, after adjusting any differences arising on the cancellation of investment in equity share capital of the Transferor Company 1 together with the unrealised gain recognised in FVTOCI reserve and related deferred tax liability as per paragraph 8.1.1(b) above, the face value of equity shares and OCRPS of the Transferor Company 2 issued in paragraph 6.4.2 above and other adjustments contained in paragraph 8.1.1(c) and 8.1.1(d) above, will be transferred to the capital reserve of the Transferor Company 2, and presented separately from other Capital Reserve in the books of Transferor Company 2 with disclosure of its nature and purpose in the notes to the financial statements of Transferor Company 2. In case the aforementioned difference is a deficit, it shall be transferred to amalgamation adjustment deficit account after adjusting the revenue reserves and capital reserves of the Transferor Company 2 and presented separately in the books of Transferor Company 2 with disclosure of its nature and purpose in the notes to the financial statements of Transferor Company 2.

(i) Notwithstanding anything above, the Board of Directors of the Transferor Company 2 is authorized to account for any of the abovementioned balances for any amendments / clarifications to the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and in accordance with the other generally accepted accounting principles in India.

8.2. **Consequential Matters Relating to Tax**

8.2.1. Upon the Scheme coming into effect, notwithstanding anything to the contrary contained in the provisions of this Scheme, all accumulated tax loss, unabsorbed tax depreciation, minimum alternate tax credit, if any, of the Transferor Company 1 as on the Appointed Date shall, for all purposes, be treated as accumulated tax loss, unabsorbed tax depreciation and minimum alternate tax credit of the Transferor Company 2, subject to the provisions of the IT Act and all accumulated tax loss of the Transferor Company 2 shall continue to be carried forward.

8.2.2. Upon the Scheme becoming effective, the Transferor Company 1 and the Transferor Company 2 shall be entitled, wherever necessary and pursuant to the provisions of this Scheme, to file or revise their financial statements, tax returns, TDS and TCS certificates, TDS and TCS returns, and other statutory returns, and shall have the right to claim the refunds, advance tax credits, credit for minimum alternate tax, carry forward of losses and unabsorbed depreciation, deductions, tax holiday benefits, deductions or any other credits and / or set off of all amounts paid by the Transferor Company 1 or the Transferor Company 2 under the relevant laws relating to income tax, value added tax, service tax, central sales tax, goods and service tax including CGST, SGST, IGST and UTGST, or any other tax, as may be required consequent to the implementation of the Scheme.

8.2.3. Upon the Scheme becoming effective, any advance tax, self-assessment tax, minimum alternate tax and/or TDS and TCS credit available or vested with the Transferor Company 1, including any taxes paid and TDS and TCS deposited by the Transferor Company 2 on *inter se* transactions during the period between the Appointed Date and the Effective Date shall be treated as advance tax, self-assessment tax, minimum alternate tax and/or TDS and TCS credit paid by the Transferor Company 2 and shall be available to the Transferor Company 2 for set-off against its liability under the IT Act and any excess tax so paid shall be eligible for refund together with interest. Any TDS and TCS certificates issued by the Transferor Company 2 to, or for the benefit of, the Transferor Company 1 under the IT Act with respect to the *inter se* transactions would be available to the Transferor Company 2 to seek refund of from the tax authorities in compliance with law. Further, TDS and TCS deposited, TDS and TCS certificates issued or TDS and TCS returns filed by the Transferor Company 1 and the Transferor Company 2 on transactions other than *inter se* transactions during the period between the Appointed Date and the Effective Date shall continue to hold good as if such TDS and TCS amounts were deposited, TDS and TCS certificates were issued and TDS and TCS returns were filed by the Transferor Company 2. Any TDS deducted and TCS deposited by, or on behalf of, the Transferor Company 1 on *inter se* transactions will be treated as advance tax deposited by the Transferor Company 2.

8.2.4. The Transferor Company 2 is also expressly permitted to claim refunds, credits, including restoration of input tax credit, tax deduction in respect of nullifying of any transaction between the Transferor Company 2 and the Transferor Company 1, in terms of this Scheme between the Appointed Date and the Effective Date, provided that upon the Scheme becoming effective, the Transferor Company 2 is also expressly permitted to revise its income tax returns, withholding tax returns, good and services tax returns, other tax returns, to obtain TDS and TCS certificates, including TDS and TCS certificates relating to transactions between the Transferor Company 2 and the Transferor Company 1, and to claim refunds, seek adjustment of tax paid, advance tax, and TDS and TCS credits, benefit of carry forward of accumulated losses etc., pursuant to the provisions of this Scheme.

8.2.5. In accordance with the Central Goods and Services Tax Act, 2017 and the rules framed thereunder as are prevalent on the Effective Date, the accumulated un-utilised input tax credits according to tax records lying in the accounts of the Transferor Company 1 shall be permitted to be transferred to the credit of the Transferor Company 2, as if all such accumulated un-utilised input credits were lying to the account of the Transferor Company 2. The Transferor Company 2 shall accordingly be entitled to set off all such accumulated un-utilized input tax credits against good and services tax payable by it.

8.2.6. All tax assessment proceedings/appeals of whatsoever nature by or against the Transferor Company 1 pending and/or arising at the Appointed Date and relating to the Transferor Company 1 shall be continued and/or enforced until the Effective Date by the Transferor Company 1. In the event of the Transferor Company 1 failing to continue or enforce any proceeding/appeal, the same may be continued or enforced by the Transferor Company 2. As and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferor Company 2 in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company 1. Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company 1 with the Transferor Company 2.

8.2.7. The provisions of this Scheme as they relate to the amalgamation of the Transferor Company 1 into and with the Transferor Company 2 have been drawn up to comply with the conditions relating to "*amalgamation*" as defined under Section 2(1B) and relevant sections and provisions of the IT Act. If any terms or provisions of this Scheme are found or interpreted to be inconsistent with any of the provisions of the IT Act, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the IT Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the IT Act. Such modification(s), will, however, not affect the other parts of the Scheme.

PART D: AMALGAMATION OF TRANSFEROR COMPANY 2 INTO AND WITH THE TRANSFEREE COMPANY

9. TRANSFER AND VESTING OF THE TRANSFEROR COMPANY 2 INTO AND WITH THE TRANSFEREE COMPANY

9.1. Introduction

9.1.1. Subsequent to the effectiveness of **PART C** of the Scheme, with effect from the Appointed Date, and upon this Scheme becoming effective, the Undertaking of the Transferor Company 2, together with all its estate, properties, assets, rights, claims, title and authorities, liabilities, contracts, employees, licences, records, approvals and interest, as applicable, being integral parts of the Transferor Company 2, shall stand transferred to and vested in, and be deemed to have been transferred to, and vested in and managed by, the Transferee Company, as a going concern, without any further deed, act or instrument, together with all its estate, properties, benefits, assets, rights, claims, title and authorities, liabilities and interest, as applicable, subject to the provisions of this Scheme and in accordance with Sections 230 to 232 of the Act, the IT Act, and all other provisions of Applicable Law.

9.2. Without prejudice to the generality of the above, and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date and upon this Scheme becoming effective, in relation to the Undertaking in respect of the Transferor Company 2:

9.2.1. **Assets**

(a) In respect of the assets of the Transferor Company 2 which are moveable in nature, or are incorporeal / intangible property, or are otherwise capable of transfer by manual/physical or constructive delivery of possession, or by endorsement and delivery, such assets shall, pursuant to this Scheme, stand transferred to, and vested in and/or deemed to be transferred to and vested in the Transferee Company, wherever located, and shall become the property and assets of the Transferee Company (to the extent permissible under Applicable Law). The vesting pursuant to this sub-paragraph shall be deemed to have occurred by manual/physical delivery or by endorsement and delivery, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly to the Transferee Company, without requiring execution of any deed or instrument of conveyance for the same.

(b) In respect of the moveable assets belonging to the Transferor Company 2 other than those specified in paragraph 9.2.1(a) above, including investments in shares and any other securities, sundry debtors, actionable claims, earnest monies, receivables, bills, credits, outstanding loans and advances, if any, recoverable in cash or in kind or value to be received, bank balances and deposits, if any, with Governmental Authorities, customers and other Persons, the same shall (notwithstanding whether there is any specific provision for transfer of credits, assets or refunds under Applicable Laws, wherever applicable) without any further act, instrument or deed by the Transferor Company 2 or the Transferee Company or the need for any endorsements, be transferred to and vested from the Transferor Company 2 to the Transferee Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard. Any security, lien, encumbrance or charge, if any, created over any assets of a third party in relation to the loans, debentures or borrowings extended by the Transferor Company 2, shall, without any further act or deed, stand transferred to the benefit of the Transferee Company and the Transferee Company will have all the rights of the Transferor Company 2 to enforce such security, lien, encumbrance or charge, by virtue of this Scheme. The Transferee Company may (without being obliged to do so), if it so deems appropriate, give notice in such form as it deems fit and proper, to each debtor or obligor or any other Person, that pursuant to the Scheme becoming effective, such debt, loan, advance, claim, bank balance, deposit or other asset be paid or made good or held on account of the Transferee Company as the person entitled thereto, to the end and intent that the right of the Transferor Company 2 to recover or realize all such debts (including the debts payable by such debtor or obligor or any other Person to the Transferor Company 2) stands transferred and assigned to the Transferee Company and that appropriate entries should be passed in the books of accounts of the relevant debtors or obligors or other Persons to record such change.

(c) All immovable properties of the Transferor Company 2, including land, together with the buildings and structures standing thereof, and rights and interests in immovable properties of the Transferor Company 2, whether freehold or leasehold or otherwise, and all documents of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties, shall stand transferred to and vested in, and be deemed to have been transferred to and vested, the Transferee Company, without any further act or deed being done, or being required to be done, by the Transferor Company 2, or the Transferee Company or both. The Transferee Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties, and shall be liable to pay the ground rent and Taxes, and fulfil all obligations in relation to, or applicable to, such immovable properties (if any). The mutation or substitution of the title to the immovable properties and updates to the corresponding title records, where required, shall, upon this Scheme becoming effective, be undertaken and duly recorded in the name of the Transferee Company, by appropriate Governmental Authorities, in accordance with Applicable Law, without entering into further deed, instrument or writing.

(d) Until the owned property, leasehold property and related rights thereto, license or right to use the immovable property, tenancy rights, liberties and special status are transferred, vested, recorded, effected and/or perfected in the record of the Governmental Authorities in favour of the Transferee Company, the Transferee Company shall be deemed to be authorized to carry on business in the name and style of the Transferor Company 2 under the relevant agreement, deed, lease and/or license, as the case may be, and the Transferee Company shall keep a record and account of such transactions. For purposes of taking on record the name of the Transferee Company in the records of the Governmental Authorities in respect of transfer of immovable properties to the Transferee Company pursuant to this Scheme, the Boards of Directors of the Transferor Company 2 and the Transferee Company may approve the execution of such documents or deeds as may be necessary, including deed of assignment of lease or leave or license (as the case may be) by the Transferor Company 2 in favour of the Transferee Company.

(e) It is hereby clarified, with reference to paragraphs 5.2.1(b) and 5.2.1(c), that investments, if any, made by Transferor Company 2, and all the rights, title and interest of the Transferor Company 2 in any leasehold properties shall, pursuant to Section 232 and other provisions of the Act and the provisions of this Scheme, without any further act or deed, be transferred to and vested in and/or be deemed to have been transferred to and vested in the Transferee Company, without entering into further deed, instrument or writing.

(f) Notwithstanding anything contained in this Scheme, with respect to the immovable properties of the Transferor Company 2 in the nature of land and buildings located outside the States / territory where the registered office address of the Transferor Company 2 is situated as on the Effective Date, whether owned, leased or licensed, for the purpose of, *inter alia*, payment of stamp duty and vesting in the Transferee Company, if the Transferee Company so decides, the Transferor Company 2 and/or the Transferee Company, whether before or after the Effective Date, as the case may be, may execute and register or cause to be executed and registered, separate deeds of conveyance or deeds of assignment of lease, as the case may be, in favour of the Transferee Company in respect of such immovable properties. Each of the immovable properties, only for the purposes of the payment of stamp duty (if required under Applicable Law), shall be deemed to be conveyed at a value determined by the relevant authorities in accordance with the applicable circle rates. The transfer of such immovable properties shall form an integral part of this Scheme.

(g) For the avoidance of doubt and without prejudice to the generality of paragraph 9.2.1(c) and paragraph 9.2.1(d), it is clarified that, with respect to the immovable properties of the Transferor Company 2 in the nature of land and buildings, the Transferor Company 2 and/or the Transferee Company shall register the certified copy of the orders of the Tribunal approving the Scheme with the offices of the relevant sub-registrar or similar registering authority having jurisdiction over the location of such immovable property and shall also execute and register, as required, such other documents as may be necessary in this regard. For the avoidance of doubt, it is clarified that any document executed pursuant to paragraph 9.2.1(c)and paragraph 9.2.1(d) will be for the limited purpose of meeting requirements under Applicable Law, and shall not be deemed to be a document under which the transfer / conveyance of any property of the Transferor Company 2 takes place and the assets and liabilities of the Transferor Company 2 shall be transferred solely pursuant to and in terms of this Scheme and the order of the Tribunal sanctioning this Scheme;

(h) The transfer and vesting of movable and immovable properties, as detailed in this paragraph 9.2.1, shall be subject to Encumbrances, if any, affecting the same.

(i) All Encumbrances, if any, existing prior to the Effective Date over the assets of the Transferor Company 2 which secure or relate to any liability, shall, after the Effective Date, without any further act, instrument or deed, continue to be related and attached to such assets or any part thereof to which they related or were attached prior to the Effective Date, and as are transferred to the Transferee Company. *Provided that* if any assets of the Transferor Company 2 have not been Encumbered in respect of the liabilities, such assets shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to and shall not operate over such assets. Further, such Encumbrances shall not relate or attach to any of the other assets of the Transferee Company. The secured creditors of the Transferee Company and/or other holders of security over the properties of the Transferee Company shall not be entitled to any additional security over the properties, assets, rights, benefits and interests of the Transferor Company 2 and therefore, such assets which are not currently Encumbered shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Transferee Company. The absence of any formal amendment which may be required by a lender or trustee or any third party shall not affect the operation of the foregoing provisions of this Scheme.

(j) All the security interest over any moveable and/or immoveable properties, and security in any other form (both present and future), including, but not limited to any pledges, or guarantees, if any, created / executed by any Person in favour of the Transferor Company 2 or any other Person acting on behalf of, or for the benefit of, the Transferor Company 2, for securing the obligations of the Persons to whom the Transferor Company 2 has advanced loans and granted other funded and non-funded financial assistance, by way of letter(s) of comfort or through other similar instruments, shall, without any further act, instrument or deed stand vested in and be deemed to be in favour of the Transferee Company, and the benefit of such security shall be available to the Transferee Company, as if such security was *ab initio* created in favour of the Transferee Company. The mutation or substitution of the charge in relation to the movable and immovable properties of the Transferor Company 2 shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by the appropriate authorities and third parties (including any depository participants) pursuant to the sanction of this Scheme by the Tribunal, and upon the Scheme becoming effective in accordance with the terms hereof.

(k) All estate, assets, rights, title, claims, interest, investments and properties of the Transferor Company 2 as on the Appointed Date, whether or not included in the books of the Transferor

Company 2, and all assets, rights, title, interest, investments and properties, of whatsoever nature and wherever situate, which are acquired by the Transferor Company 2 on or prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferee Company, with effect from the Appointed Date.

(l) Upon this Scheme becoming effective, in relation to assets (if any) belonging to the Transferor Company 2 which require separate documents for vesting in the Transferee Company, the Transferor Company 2 and the Transferee Company will execute such deeds, documents or such other instruments, if any.

9.2.2. **Liabilities**

(a) Upon this Scheme becoming effective and with effect from the Appointed Date, all Liabilities of Transferor Company 2, to the extent they are outstanding as on the Effective Date, shall, without any further act, instrument or deed, stand transferred to and vested in, and shall be deemed to have been transferred to and vested in the Transferee Company, so as to become, Liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company 2, and the Transferee Company shall, and undertakes to meet, discharge and satisfy the same, as if it has incurred such Liabilities, in accordance with their respective terms and conditions, if any.

(b) Without prejudice to the foregoing provisions of this paragraph 9.2.2, upon the coming into effect of the Scheme, all borrowings of the Transferor Company 2, including in the form of Debt Securities (which will include, without limitation, the Transferor 2 NCDs, as well as any Debt Securities covered under paragraph 5.2.2) shall, pursuant to the provisions of Sections 230 to 232 of the Companies Act, and other relevant provisions of the Act, without any further act, instrument or deed, become the Debt Securities of the Transferee Company, on the same terms and conditions, and without any change in the structure. All rights, powers, duties, and obligations in relation thereto shall be and stand transferred to and vested in, or be deemed to have been transferred to and vested in, and shall be exercised by or against the Transferee Company as if it were the issuer of such Debt Securities so transferred and vested, with: (i) all Transferor 1 Listed Debt Holders being entitled to receive NCDs of the Transferee Company in lieu of their holding of NCDs of the Transferor Company 2; (ii) each such Transferor 1 Listed Debt Holder receiving 1 NCD of the Transferee Company for each NCD of the Transferor Company 2 held by it; and (iii) such NCD having the same attributes as that of the corresponding NCD of the Transferor Company 2. In addition, the Board of Directors of the Transferee Company, shall be authorised to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to, in compliance with Applicable Laws, list (and have admitted for trading) the various bonds, infrastructure bonds and/ or other securities (such as the NCDs issued herein above) on the relevant Stock Exchanges. The Transferor Company shall make all requisite applications, and shall otherwise comply with, the provisions of the SEBI Merger Circulars and Applicable Law, and take all steps to procure the listing of the NCDs issued by it pursuant to this paragraph 9.2.2(b). The Parties agree that the Transferor 2 NCDs will be listed on the relevant Stock Exchanges on consummation of the actions contemplated in **PART D** of this Scheme.

(c) This Scheme shall not operate to enlarge or extend security for any of the Liabilities of Transferor Company 2, and the Transferee Company shall not be obliged to create any further or additional securities after the Effective Date, unless otherwise agreed to by the Transferee Company with such secured creditors and subject to the consent and approval of the existing secured creditors of the Transferee Company, if any. Further, this Scheme shall not operate to enlarge or extend the security for any loan, deposit, credit or other facility availed by the Transferee Company, in as much as the security shall not extend to the assets forming part of the Transferor Company 2 prior to the Effective Date. In so far as the existing security in respect of the Liabilities of Transferor Company 2 is concerned, such security shall, without any further act, instrument or deed, be modified and shall be extended to, and shall operate only over, the assets forming part of the Transferor Company 2, which have been charged and secured and subsisting as on the Effective Date, in respect of such Liabilities. *Provided that* if any of the assets forming part of the Transferor Company 2 have not been charged or secured in respect of the Transferor 2 Liabilities, such assets shall remain unencumbered, and the existing security referred to above shall not be extended to and shall not operate over such assets.

(d) Where any such debts, loans raised, liabilities, contingent liabilities, duties and obligations of the Transferor Company 2 as on the Appointed Date have been discharged or satisfied by the Transferor Company 2 after the Appointed Date and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the Transferee Company.

(e) The Liabilities of the Transferor Company 2, if any, due or which may at any time in the future become due, *inter-se* the Transferor Company 2 and the Transferee Company, shall stand discharged and there shall be no liability in that behalf, and corresponding effect shall be given in the books of account and records of the Transferee Company.

(f) It is hereby clarified that, unless expressly provided herein, it shall not be necessary to obtain the consent of any third party or other Person, who is a party to any Contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this paragraph 9.2.2. Further, the absence of any formal amendment which may be required by a lender or any third party shall not affect the operation of this paragraph 9.2.2. It is expressly provided that, save as mentioned in this paragraph 9.2.2, no other term or condition of the Liabilities is modified by virtue of this Scheme, except to the extent that such amendment is required by necessary implication.

(g) Wherever required under Applicable Law, the Transferor Company 2 and Transferee Company shall, respectively, take necessary actions for cancellation of securities and issuance of fresh securities, so as to give effect to the provisions of this paragraph 9.2.2 herein above.

9.2.3. **Contracts**

(a) All Contracts (including, without limitation, all letters of intent, requests for proposal, requests for quotation, invitations to bid, pre-qualifications, bid acceptances, tenders, and other instruments, of whatsoever nature,) to which the Transferor Company 2 is party, or to the benefit of which the Transferor Company 2 may be entitled, and which are subsisting or having effect immediately before the Effective Date, shall, without any further act, instrument or deed, stand transferred to and vested in, the Transferee Company and continue in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company 2, the Transferee Company had been a party or beneficiary or obligee thereto or thereunder.

(b) Upon coming into effect of this Scheme, the past track record of the Transferor Company 2, shall be deemed to be the track record of the Transferee Company for all commercial and regulatory purposes, including for the purposes of profitability, experience, credentials, eligibility, standing, evaluation and participation of the Transferee Company in all existing and future bids, tenders and contracts of all authorities, agencies and clients.

(c) All guarantees provided by any bank in favour of the Transferor Company 2, that are outstanding as on the Effective Date, shall vest in the Transferee Company and shall inure to the benefit of the Transferee Company, and all guarantees issued by the bankers of the Transferor Company 2 at the request of the Transferor Company 2 favouring any third party shall be deemed to have been issued at the request of the Transferee Company, and continue in favour of such third party till its maturity or earlier termination.

(d) Without prejudice to the other provisions of this Scheme and notwithstanding that the vesting of the Transferor Company 2 with the Transferee Company occurs by virtue of this Scheme itself, the Transferee Companymay, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any Law or otherwise, execute deeds, confirmations or other writings with any party to any Contract or arrangement to which the Transferor Company 2 is a party or any writings as may be necessary to be executed in order to give formal effect to the provisions of the Scheme. The Transferee Companyshall be deemed to be authorized to execute any such writings on behalf of the Transferor Company 2 and to carry out or perform all such formalities or compliances required for the purposes specified above by the Transferor Company 2.

9.2.4. **Licences**

(a) All Licences relating to the Transferor Company 2, which are subsisting or having effect immediately before the Effective Date, shall be transferred to and vested in the Transferee Company, without any further act or deed being done by the Transferor Company 2 or the Transferee Company, and shall be in full force and effect in favour of the Transferee Company, as if the same were originally given to, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company.

(b) In so far as the various incentives, subsidies, schemes, special status and other benefits or privileges enjoyed, granted by any Governmental Authority, or by any other Person, or availed by the Transferor Company 2, are concerned, the same shall vest with and be available to the Transferee Company on the same terms and conditions as applicable to the Transferor Company 2, as if the same had been allotted and/or granted and/or sanctioned and/or allowed to the Transferee Company.

(c) Upon this Scheme becoming effective, all electricity, gas, water and any other utility connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities in different states to the Transferor Company 2, together with security deposits and all other advances paid, shall stand automatically transferred in favour of the Transferee Company on the same terms and conditions without any further act, instrument or deed. The relevant electricity, gas, water and any other utility companies, boards, agencies and authorities shall issue invoices in the name of Transferee Company with effect from the billing cycle commencing from the month immediately succeeding the month in which the Effective Date falls. The Transferee Company shall comply with the terms, conditions and covenants associated with the grant of such connection and shall also be entitled to refund of security deposits placed with such companies, boards, agencies and authorities by the Transferor Company 2.

(d) Benefits of any and all corporate approvals, whether in the nature of compliances or otherwise, as may have already been taken by the Transferor Company 2 (including, without limitation, any resolutions passed by the Transferor Company 2 which are valid on the Effective Date, and are considered necessary by the Board of Directors of the Transferee Company), whether for compliances under Applicable Law or otherwise, shall stand transferred to and vested in the Transferee Company, and the said corporate approvals and compliances shall be deemed to have been obtained and complied with by the Transferee Company.

(e) Any resolutions of the Transferor Company 2 relating to any powers in connection with borrowing, making investments, provision of loans, provision of guarantees, etc., subject to the provisions of the Act or any other applicable statutory provisions, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting, and be deemed to be resolutions of the Transferee Company, and any limits (in connection with the aforesaid actions) provided under such resolutions shall be added to the limits under the resolutions passed by the Transferee Company, with such limits being incremental to the existing limits of the Transferee Company. Such increased limits shall be available to the Transferee Company as if the relevant resolutions had been originally approved by the Transferee Company.

(f) Upon this Scheme becoming effective, all powers of attorney given by, issued to, or executed in favour of, the Transferor Company 2 shall stand transferred to the Transferee Company, on the same terms and conditions, subject to Applicable Law, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company.

(g) Any third party or authority, the consent of which is required to give effect to the provisions of this paragraph, shall take on record the order of the Tribunal sanctioning this Scheme, and make and duly record the necessary substitution or endorsement in the name of the Transferee Company as successor in interest. For this purpose, the Transferee Company shall file certified copies of such sanction order, and if required, file appropriate applications or forms with relevant authorities concerned for statistical and information purposes only, and there shall be no break in the validity and enforceability of the licenses.

(h) Further, in the event any licence of the Transferor Company 2 is non-transferrable, then, in such scenario and to the extent required, the Transferee Company shall apply for fresh licenses, permits, permissions, approvals, consents, etc.

9.2.5. **Employees**

(a) All Employees of the Transferor Company 2, whether permanent or temporary, engaged in or in such employment as on the Effective Date, if any, shall become, and be deemed to have become the Employees of the Transferee Company and shall stand transferred to the Transferee Company, without any interruption of or break in service and on terms and conditions no less favourable than those on which they are engaged by the Transferor Company 2.

(b) The Transferee Company agrees that the duration of service of all such employees with the Transferor Company 2 prior to the transfer, shall be taken into account for the purposes of all benefits to which such employees may be eligible, and accordingly, shall be reckoned from the date of their respective appointment in the Transferor Company 2. The Transferee Company undertakes to pay the same, as and when payable under Applicable Laws.

(c) All contributions, including contributions towards any Employee Funds, made by the Transferor Company 2 on behalf of its Employees, including the interests arising thereon, shall be transferred to the funds maintained by the Transferee Company, along with such of the investments made by such Employee Funds which are referable and allocable to its Employees, and the Transferee Company shall stand substituted for the Transferor Company 2 with regard to the obligation to make the said contributions.

(d) With regard to the Employee Funds, including provident fund, gratuity fund, superannuation fund or any other special fund or obligation of the Transferor Company 2, created or existing for the benefit of Employees, either with the Transferor Company 2 or with jurisdictional legally authorised officer and/or like regulators, shall, on the Effective Date stand transferred to the Transferee Company and the Transferee Company shall stand substituted for the Transferor Company 2 for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents and Applicable Law, and shall take all necessary steps to effectuate such substitution and enrolment of the Employees of the Transferor Company 2 as members of such funds as may be necessary. Such funds, if any, created by the Transferor Company 2 for its Employees or with the jurisdictional legally authorised officer and/or like regulators shall, on and from the Effective Date, be continued for the benefit of such employees on the same terms and conditions. With effect from the Effective Date, the Transferee Company will make the necessary contributions for such Employees of the Transferor Company 2, and deposit the same in the relevant Employee Funds, including the provident fund, gratuity fund or superannuation fund and/or similar obligations, where applicable.

(e) In the event that trustees are constituted as holders of any securities, trust funds or trust monies, in relation to any provident fund trust, gratuity trust, superannuation trust, welfare trust, or any other such trust existing for the benefit of the Employees of the Transferor Company 2, such funds shall be transferred by such trustees of the trusts of the Transferor Company 2 to similarly placed separate trusts and the trustees of the Transferee Company, if set up for the same purpose and object, on the same terms and conditions, and shall be deemed to be a transfer of trust property from one set of trustees to another set of trustees in accordance with the provisions of the relevant labour laws, Indian Trusts Act, 1882, the IT Act and relevant stamp legislations, relevant trust deed and rules, as applicable. In such case, appropriate deeds of trusts and/or documents for transfer of trust properties shall be executed upon the sanction of the Scheme in accordance with the terms hereof by the trustees of such trusts in favour of the trusts of the Transferee Company, so as to continue the benefits of the Employees of the Transferor Company 2. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Company 2 in relation to such schemes or funds shall become those of the Transferee Company. Without prejudice to the aforesaid, the Board of Directors of the Transferee Company, if it deems fit and subject to Applicable Laws, shall be entitled to: (a) retain separate trusts or funds within the Transferee Company, for the erstwhile fund(s) of the Transferor Company 2; or (b) merge the pre-existing fund of the Transferor Company 2 with other similar funds of the Transferee Company.

(f) The contributions, if any, made by the Transferor Company 2 under Applicable Laws in connection with the Employees of the Transferor Company 2, to the Employee Funds of the Transferor Company 2, for the period after the Appointed Date shall be deemed to be contributions made by the Transferee Company.

9.2.6. **Intellectual Property**

All Intellectual Property of the Transferor Company 2, including any Intellectual Property in connection with which the Transferor Company 2 has, or is eligible to have, any rights or entitlement, whether towards usage or otherwise, shall, without any requirement of any further act, instrument or deed stand transferred to and vested in the Transferee Company, and be in full force and effect in favour of the Transferee Company, and may be enforced by or against it as fully and effectually as if, instead of the Transferor Company 2, the Transferee Company had been a party or beneficiary or obligee thereto. This Scheme shall serve as the requisite consent for the use and transfer of the Intellectual Property of the Transferor Company 2, without requiring the execution of any further deed or document, so as to transfer the Intellectual Property in favour of the Transferee Company.

9.2.7. **Taxes, Benefits, Entitlements, Incentives and Concessions**

(a) All direct and indirect taxes, including but not limited to customs, excise, advance tax, self-assessment tax, buyback tax, TDS, TCS, minimum alternate tax credits, dividend distribution tax, banking cash transaction tax, securities transaction tax, taxes withheld / paid in a foreign country, equalization levy, goods and services tax (including CGST, SGST, IGST and UTGST), sales tax, value added tax, service tax, entry tax, wealth tax, and any surcharges, interest, duties and cess payable by or refundable to the Transferor Company 2, including all or any refunds or claims, shall be treated as the tax payable / refundable, as the case may be, of the Transferee Company.

(b) Any benefits, entitlements, incentives, concessions, advantages, privileges, exemptions, credits, holidays, remissions, reductions, etc., that the Transferor Company 2 is entitled to, including but not limited to customs, excise, goods and services tax, value added tax, service tax, entry tax, income tax laws, and wealth tax shall, to the extent statutorily available and along with associated obligations, stand transferred to and be available to the Transferee Company by operation of law pursuant to the order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Company 2 or the Transferee Company and these shall relate back to the Appointed Date as if the Transferee Company was originally entitled to all such benefits, entitlements, incentives and concessions, subject to continued compliance by the Transferee Company of all the terms and conditions subject to which the benefits under the incentive schemes were initially made available to the Transferor Company 2.

9.2.8. **Legal Proceedings**

(a) The Transferee Company shall bear the burden and the benefits of all Proceedings filed by or against the Transferor Company 2 pending and/or arising on or before the Effective Date. Upon the Scheme coming into effect on the Effective Date, if any Proceedings in respect of the Transferor Company 2, be pending or which may be instituted at any time in the future, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of the amalgamation of the Transferor Company 2 with the Transferee Company or of anything contained in this Scheme and may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company 2, by operation of law pursuant to the order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferee Company or the Transferor Company 2.

(b) The Transferee Company undertakes to have such Proceedings relating to or in connection with the Transferor Company 2, initiated by or against the Transferor Company 2, transferred in its name as soon as possible and to have the same continued, prosecuted and enforced by or against the Transferee Company. The Transferee Company also undertakes to pay all amounts including interest, penalties, damages, etc., which the Transferor Company 2 may be called upon to pay or secure in respect of any liability or obligation relating to the Transferor Company 2 for the period from the Appointed Date up to the Effective Date and any costs incurred by the Transferor Company 2 in respect of such Transferor 2 Proceedings started by or against it relatable to the period from the Appointed Date up to the Effective Date, upon submission of necessary evidence by the Transferor Company 2 to the Transferee Company for making such payment. Following the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Company 2.

9.2.9. **Books and Records**

(a) All books, records, files, papers, process information, databases, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, and all other books and records, whether in physical or electronic form of the Transferor Company 2 shall, to the extent possible and permitted under Applicable Laws, be handed over and transferred to the Transferee Company.

9.2.10. **Bank Accounts**

(a) The Transferee Company shall be entitled to operate all bank accounts, realise all monies and complete and enforce all pending Contracts and transactions in the name of the Transferor Company 2, to the extent necessary, without any further acts, deed or writing. For avoidance of doubt, it is hereby clarified that all cheques and other negotiable instruments, payment orders received and presented for encashment which are drawn in the name of, or for the benefit of, the Transferor Company 2 after the Effective Date, shall be accepted for payment by the bankers of the Transferee Company, and credited to the accounts of the Transferee Company, as if presented by the Transferee Company. Similarly, the banker of the Transferee Company shall honour all cheques issued by the Transferor Company 2 for payment after the Effective Date.

(b) All bank accounts operated or entitled to be operated by the Transferor Company 2 shall be deemed to have transferred and shall stand transferred to the Transferee Company and names of the Transferor Company 2 shall be substituted by the name of the Transferee Company in the bank's records, without any further acts, deeds or writings.

(c) For the avoidance of doubt it is clarified that with effect from the Effective Date, the Transferee Company shall be entitled to operate such bank accounts of the Transferor Company 2, in its name, in so far as may be necessary, notwithstanding whether the name of the account holder in the respective bank accounts of the Transferor Company 2 has been substituted by the bank in the name of the Transferee Company.

9.2.11. ***Inter se* Transactions**

Upon this Scheme becoming effective and from the Appointed Date, all *inter se* Contracts solely between the Transferor Company 2 and the Transferee Company shall stand cancelled and cease to operate, and appropriate effect shall be given to such cancellation and cessation in the books of accounts and records of the Transferee Company.

10. ACTIONS UPON EFFECTIVENESS OF PART D OF SCHEME

10.1. Transfer of Authorised Share Capital

10.1.1. Upon this Scheme becoming effective, the authorised share capital of the Transferor Company 2 shall stand transferred to, and be amalgamated with, the authorised share capital of the Transferee Company, without any liability for payment of any additional fees (including fees and charges to the relevant RoC) or stamp duty.

10.1.2. In addition to the actions detailed in paragraph 10.1.1, the Board of Directors of the Transferee Company shall, if and to the extent necessary, undertake necessary corporate actions for undertaking the increase and/or re-classification of the authorised share capital of the Transferee Company necessary to enable the consummation of the actions contemplated in paragraph 10.4.1.

10.1.3. The consent of the shareholders of the Transferor Company 2 and the Transferee Company to this Scheme shall be deemed to be sufficient for the purpose of effecting the above, and no further action under Section 13 or 61 or any other provision of the Act shall be separately required, nor shall any additional fees (including fees and charges to the relevant RoC) or stamp duty be payable by the Transferee Company.

10.1.4. For the avoidance of doubt, it is clarified that, if the authorised share capital of the Transferor Company 2 or the Transferee Company undergoes any changes, either as a consequence of any corporate action or otherwise, then this paragraph 10.1 shall automatically stand modified to take into account the effect of such change.

10.2. Determination of Record Date

10.2.1. The Board of Directors of the Transferee Company, after procuring the consent of the Board of Directors of the Transferor Company 2, shall determine the Record Date, for issuance and allotment of equity shares and OCRPS of the Transferee Company to the equity shareholders and the OCRPS holders of Transferor Company 2 in terms of paragraph 10.4, *provided that* the Record Date shall be the Effective Date. Upon determination of the Record Date, the Transferor Company 2 shall provide a list of its equity shareholders and the OCRPS holders as on such Record Date, who are entitled to receive equity shares and/or OCRPS in the Transferee Company in terms of this Scheme.

10.3. Share capital of Transferor Company 2 immediately prior to the Effective Date

10.3.1. Prior to **PART C** or **PART D** of this Scheme coming into effect, the outstanding Transferor 2 CCDs held by the Transferee Company shall stand converted into 4,13,85,00,000 equity shares having a face value of INR 10 of the Transferor Company 2, *pari passu* with all other equity shares issued by the Transferor Company 2, such that all such Transferor 2 CCDs stand converted into equity shares. Each of Transferor Company 2 and Transferee Company shall take all steps to give effect to such conversion.

10.3.2. Without prejudice to the generality of the foregoing, upon the completion of **PART C** of this Scheme, and immediately prior to the Effective Date for **PART D** of this Scheme, the issued share capital of Transferor Company 2 shall stand recast as under:

ISSUED SHARE CAPITAL		
EQUITY SHARES		
Name of Equity Holder	**No. of Equity Shares**	**% of Holding**
GIL	4,94,87,20,996	43.75%
GISL	48,06,22,377	4.25%
ADP	5,88,32,42,308	52.00%
TOTAL	**11,31,25,85,681**	**100.00%**
OCRPS		
Name of OCRPS Holder	**No. of OCRPS**	**% of Holding**
GISL	12,14,90,656	37.23%
GIL	20,47,93,224	62.77%
Total	**32,62,83,880**	**100.00%**

10.3.3. The Board of Directors of the Transferor Company 2 shall, if and to the extent necessary, undertake necessary corporate actions for undertaking the increase and/or re-classification of the authorised share capital of the Transferor Company 2 necessary to enable the conversion of the Transferor 2 CCDs specified in paragraph 10.3.1. In the event the conversion of the Transferor 2 CCDs into equity shares has not occurred as of the date on which the Tribunal approves the Scheme, the consent of the shareholders of the Transferor Company 2 and the Transferee Company to this Scheme shall be deemed to be sufficient for the purpose of effecting the above, and no further action under Section 13 or 61 or any other provision of the

Act shall be separately required, nor shall any additional fees (including fees and charges to the relevant RoC) or stamp duty be payable by Transferor Company 2.

10.4. Consideration and Issue of Shares

10.4.1. Upon this Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 2 into the Transferee Company in terms of **PART D** of this Scheme, as decided by the Board of Directors of the Transferor Company 2 and the Transferee Company at their respective meetings held on March 19, 2023, the Transferee Company shall, without any further act, instrument or deed, but subject to the terms stated herein below and in compliance with Applicable Law, issue and allot securities, out of the authorised share capital of the Transferee Company, as on the Record Date, as follows:

(a) equity shares of the Transferee Company shall be issued, in compliance with Applicable Law, to the equity shareholders of the Transferor Company 2 (except for the Transferee Company itself), and therefore:

(i) ADP, as a shareholder in the Transferor Company 2, shall be entitled to receive 3,15,30,31,945 equity shares, having a face value of INR 1, issued by the Transferee Company, in accordance with the Share Exchange Ratio, in lieu of its shareholding in the Transferor Company 2; and

(ii) GISPL, as a shareholder in the Transferor Company 2, shall be entitled to receive 25,75,82,066 equity shares, having a face value of INR 1, issued by the Transferee Company, in accordance with the Share Exchange Ratio, in lieu of its equity shareholding in the Transferor Company 2;

(b) in lieu of the OCRPS issued under the OCRPS Terms to GMR Airports Infrastructure Limited and GISPL under **PART C** of this Scheme, the obligations of the Transferor Company 2 under the OCRPS Terms shall stand transferred in favour of the Transferee Company and accordingly, OCRPS of the Transferee Company shall be issued with the same terms and conditions as those prescribed under the OCRPS Terms, as follows:

(i) the OCRPS held by GMR Airports Infrastructure Limited will stand extinguished, without any act, instrument or deed being required to be undertaken by the parties to the OCRPS Terms; and

(ii) obligations of the Transferor Company 2 in respect of the OCRPS held by GISPL (as an Original OCRPS Shareholder) shall stand transferred to the Transferee Company (i.e., would be replaced by equivalent OCRPS, with the same terms and conditions as prescribed in the OCRPS Terms, issued by the Transferee Company), and therefore, GISPL shall be entitled to receive 6,51,11,022 OCRPS, having a face value of INR 40 each, issued by the Transferee Company (each of which OCRPS shall reflect 40 equity shares of the Transferee Company on a fully diluted basis), in accordance with the OCRPS Exchange Ratio, in lieu of its holding of OCRPS in the Transferor Company 2;

(c) these issuances will be based on the valuation report dated March 19, 2023 provided by Ernst & Young Merchant Banking Services LLP, being the valuer appointed by the Board of Directors of the Transferee Company and the fairness opinion dated issued by Morgan Stanley India Company Private Limited dated March 19, 2023;

(d) the equity shares and OCRPS of the Transferor Company 2 issued earlier to the Transferee Company, shall stand cancelled in their entirety, without any further act, instrument or deed; and

(e) On completion of the actions detailed in paragraph 10.4 herein above, the shareholding in the Transferee Company shall be as follows[5]:

S. No.	Name of Shareholder	No. of equity shares	% of equity holding
A.	**Promoter and Promoter Group**		
1.	GMR Group	3,55,51,69,176	33.67
2.	ADP	3,15,30,31,945	29.86
3.	GISL	25,75,82,066	2.44
	Total (A)	**6,96,57,83,187**	**65.97**
B.	**Public**		
1.	Public	3,59,31,92,765	34.03
	Total (B)	3,59,31,92,765	34.03
TOTAL EQUITY (A) + (B)		**10,55,89,75,952**	**100.00**
S. No.	**Nature of securities**	**No. of securities**	**% of holding**
C.	**FCCBs and OCRPS**		
1.	Foreign currency convertible bonds – ADP	3,30,817 (of EUR 1000 each)	-
2.	OCRPS – GISL	6,51,11,022 (of INR 40 each)	-

10.4.2. Pursuant to the SEBI Merger Circulars, the price at which the equity shares and OCRPS of the Transferee Company will be issued to the shareholders of the Transferor Company 2, will be compliance with the pricing guidelines for preferential allotments set forth in the SEBI ICDR. The valuation reports mentioned in paragraph 10.4.1(c) herein above have been prepared in accordance with the foregoing.

10.4.3. For the purposes of paragraph 10.4.1 herein above:

(a) the "**Share Exchange Ratio**" shall be every 18,659 fully paid equity shares of the face value of INR 10 of the Transferor Company 2 being exchanged for 10,000 equity shares of the face value of INR 1 each of the Transferee Company, each being a fully paid-up equity share of the Transferee Company; and

(b) the "**OCRPS Exchange Ratio**" shall be every 18,659 OCRPS of the face value of INR 400 of the Transferor Company 2 being exchanged for 10,000 OCRPS of the face value of INR 40 of the Transferee Company. It is clarified that the OCRPS

[5] Number of equity shares and percentage of equity holding to be adjusted to reflect the actual shareholding of the GMR Group and public shareholders in the Transferee Company on the Effective Date.

Exchange Ratio is calculated based on the Share Exchange Ratio, taking into account the number of equity shares which would result, on a fully diluted basis, from the conversion of the OCRPS.

10.4.4. For the purpose of issue and allotment of shares and OCRPS pursuant to this paragraph 10.4, the following terms shall apply:

(a) Approval of this Scheme by the shareholders of the Transferee Company shall be deemed to constitute due compliance with Section 62 and any other applicable provisions of the Act, the provisions of the SEBI LODR, the provisions of the SEBI ICDR and the articles of association of the Transferee Company, and no other consent shall be required under the Act, any other Applicable Law or the articles of association of the Transferee Company, for the issue of equity shares and OCRPS to the shareholders of the Transferor Company 2 and the Transferee Company under the Scheme, and upon the shareholders of the Transferee Company approving the Scheme, it shall be deemed that they have given their consent, including under the Act, any other Applicable Law and the articles of association of the Transferee Company, to the issue of equity shares and, OCRPS of the Transferee Company to the shareholders of the Transferor Company 2, in accordance with this Scheme.

(b) The equity shares and OCRPS proposed to be allotted pursuant to the Scheme shall be subject to the provisions of the memorandum of association and articles of association of the Transferee Company, and shall rank *pari passu* with the existing equity shares and OCRPS respectively, as the case may be, including the rights in respect of dividend and bonus shares, if declared by the Transferee Company on or after the Effective Date.

(c) The issue and allotment of equity shares and OCRPS as provided in **PART D** of this Scheme shall be carried out in accordance with the provisions of the Act. All equity shareholders, as detailed in paragraph 10.4.1 hereinabove, shall be issued equity shares of the Transferee Company in dematerialized form.

(d) The equity shares issued pursuant to this paragraph 10.4 shall, in compliance with applicable Laws, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Merger Circulars. The Transferee Company shall make all requisite applications, and shall otherwise comply with, the provisions of the SEBI Merger Circulars and Applicable Law, and take all steps to procure the listing of the equity shares issued by it pursuant to this paragraph 10.4.

(e) All OCRPS issued by the Transferor Company 2 shall, pursuant to this Scheme, be deemed to be allotted by Transferee Company on the same OCRPS Terms as those issued by Transferor Company 2, and the Transferee Company shall take all necessary steps to give effect to such issuance and allotment of OCRPS.

10.4.5. The share certificates of the Transferor Company 2, in relation to the equity shares, and OCRPS held by the shareholders of the Transferor Company 2 shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled and be of no effect on and from the Record Date. In the event that shares of the Transferor Company 2 are in dematerialized form, suitable actions shall be taken by the relevant third parties to nullify such dematerialized shares and replace the same with dematerialized shares of the Transferee Company.

10.4.6. If any of the entities mentioned in paragraph 10.4.1 above become entitled to any fractional shares, entitlements or credit, in connection with the allotment of equity shares or OCRPS of the Transferee Company, such fractional shares, entitlement or credit shall be rounded down to the nearest whole number.

10.4.7. The Transferee Company shall comply with and make the appropriate and necessary filings with the RBI within the prescribed timelines, as required under Applicable Law, for issuance of shares to non-resident shareholders as a result of this Scheme.

10.4.8. Upon **PART D** of the Scheme becoming effective with effect from the Effective Date, ADP, shall be categorised as a "promoter" of the Transferee Company, in addition to the promoters of the Transferee Company as in existence prior to the Effective Date (i.e., GMR Enterprises Private Limited and Mr. G. M. Rao).

10.5. Dissolution of the Transferor Company 2

10.5.1. Upon **PART D** of this Scheme becoming effective, the Transferor Company 2 shall stand dissolved without being wound up, without any further act, instrument or deed.

10.6. Contingent effect

10.6.1. Notwithstanding anything to the contrary provided in this Scheme, no provision of **PART D** of this Scheme shall be given effect to, unless **PART C** of this Scheme has also been approved by the Tribunal, and the procedure detailed in paragraph 13.1.5 can be undertaken, validly and in compliance with Applicable Law, in the exact manner and sequence detailed therein.

11. CONDUCT OF BUSINESS BETWEEN THE APPOINTED DATE AND THE EFFECTIVE DATE AND SAVING OF CONCLUDED TRANSACTIONS

11.1. Conduct of business

11.1.1. The approval of this Scheme by the Board of Directors of the Transferor Company 2 or the Transferee Company, or the submission of this Scheme to the Tribunal, shall be without prejudice to the ability of each of the Transferor Company 2 and the Transferee Company to conduct their respective businesses and operations in the ordinary course of business, including (without limitation) accruing indebtedness or procuring suitable investments (such as by way of raising capital), except as otherwise agreed to between the parties to the Framework Agreement. The Parties shall not be restricted from making any alterations to their respective capital structures, in any manner, if such alterations do not affect the Share Exchange Ratio and/or the OCRPS Exchange Ratio (as defined in paragraph 10.4.3 of this Scheme) specified in this Scheme.

11.1.2. With effect from the Appointed Date and up to and including the Effective Date:

(a) The Transferor Company 2 shall carry on and be deemed to have been carrying on the business and activities, and shall be further deemed to have held and stood possessed of all the said assets, rights, title, interests, authorities, contracts, investments and decisions, for and on account of, and in trust for, the Transferee Company and all the profits and incomes accruing or arising to the Transferor Company 2, and all the expenditures or losses arising or incurred by it shall for all purposes be treated as the profits and incomes or expenditures and losses of the Transferee Company, as the case may be.

(b) All taxes, including without limitation, income-tax, minimum alternate tax, dividend distribution tax, securities transaction tax, taxes withheld / paid in a foreign country, sales tax, excise duty, custom duty, service tax, value added tax, goods and services tax (including CGST, SGST, IGST, UTGST), entry tax, wealth tax and equalisation levy, paid or payable by the Transferor Company 2 in respect of the operations and/or the profits of the business before the Appointed Date shall be on account of the Transferor Company 2 and, in so far as it relates to the tax payment (including, without limitation, income-tax, minimum alternate tax, securities transaction tax, taxes withheld/paid in a foreign country, sales tax, excise duty, custom duty, service tax, value added tax, goods and services tax (including CGST, SGST, IGST, UTGST) and equalisation levy) whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company 2 in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.

(c) All obligations, liabilities, duties and commitments attached, related or pertaining to the Transferor Company 2 shall be undertaken and shall be deemed to have been undertaken for and on account of and in trust for the Transferee Company.

(d) The Transferor Company 2 shall not, without the prior written consent of the Transferee Company, undertake any new business or alter or substantially expand its existing business.

(e) The Transferor Company 2 shall not make any change in its capital structure, whether by way of increase (by issue of equity shares, rights shares, bonus shares, preferential issue, convertible debentures, share warrants or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organisation, or in any other manner effect the reorganisation of capital of the Transferor Company 2, except under any of the following circumstances:

    (i) by mutual consent of the respective Boards of Directors of each of the Transferor Company 2 and the Transferee Company; or

    (ii) changes pursuant to commitments, obligations or arrangements made prior to the Appointed Date and disclosed to the Transferee Company or as part of this Scheme; or

    (iii) as may be permitted under this Scheme; or

    (iv) if such action does not affect the Share Exchange Ratio and/or the OCRPS Exchange Ratio (as defined in paragraph 10.4.3 of this Scheme).

(f) The Transferor Company 2 shall preserve and carry on its business and activities with reasonable diligence and business prudence and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments, either for itself or on behalf of its group companies or any third party or sell, transfer, alienate, charge, mortgage or encumber or deal with any assets or any part thereof save and except in each case in the following circumstances:

    (i) if the same is in the ordinary course of business as carried on by the Transferor Company 2 as on the date of filing this Scheme with the Tribunal; or

    (ii) if the same is permitted by this Scheme; or

(iii) when financial commitment or borrowing or incurring of liability is to or from or creation of charge, mortgage or encumbrance on assets is in favour of, the Transferee Company; or

(iv) if written consent of the Board of Directors of the Transferee Company has been obtained.

(g) The Transferor Company 2 shall not vary the terms and conditions of service of any of its Employees of the Transferor Company 2, except in the ordinary course of its business and shall not, without the prior written consent of the Transferee Company, materially alter the terms and conditions of service of any of the Employees of the Transferor Company 2 or enter into any long term settlements or contracts with any of the Employees of the Transferor Company or its employees' unions. Notwithstanding the above, the Transferor Company 2 shall be permitted to transfer all or some of the Employees of the Transferor Company 2 to the Transferee Company on or prior to the Effective Date.

11.1.3. All assets acquired, leased or licensed, Transferor 2 Licences obtained, benefits, entitlements, incentives and concessions granted, Transferor 2 Contracts entered into, Intellectual Property developed or registered or applications made thereto, Transferred Liabilities incurred and Transferor 2 Proceedings initiated or made party to, between the Appointed Date and till the Effective Date by the Transferor Company 2 shall be deemed to be transferred to and vested in the Transferee Company. For avoidance of doubt, where any of the Transferor 2 Liabilities as on the Appointed Date (deemed to have been transferred to the Transferee Company) have been discharged by the Transferor Company 2 on or after the Appointed Date but before the Effective Date, such discharge shall be deemed to have been for and on behalf of the Transferee Company for all purposes and under Applicable Laws.

11.1.4. With effect from the Effective Date, the Transferee Company shall commence and carry on and shall be authorized to carry on the business of the Transferor Company 2.

11.1.5. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Transferor Company 2 occurs by virtue of **PART D** of this Scheme itself, the Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required under Applicable Law or otherwise, give notice in such form, as may be required or as it may deem fit and proper or enter into or execute deeds (including deeds of adherence), confirmations, novations, declarations or other writings or documents as may be necessary and carry out and perform all such formalities and compliances, for and on behalf of the Transferor Company 2, including, with or in favour of and required by: (a) any party to any Contract to which the Transferor Company 2 is a party; or (b) any Governmental Authority or non-government authority; in order to give formal effect to the provisions of this Scheme. *Provided however*, that execution of any confirmation or novation or other writings or arrangements shall in no event postpone the giving effect to this Scheme from the Effective Date and shall not affect transfer and vesting under the Scheme, which shall be without any act, deed or writing by the Transferee Company.

11.1.6. To the extent possible, pending sanction of this Scheme by the Tribunal, the Transferor Company 2 or the Transferee Company shall also be entitled to apply to the relevant Governmental Authorities and other third parties concerned, as may be necessary under any law or contract for transfer of such consents, approvals and sanctions which the Transferee Company may require to own and carry on the business of the Transferor Company 2 with effect from the Effective Date and subject to this Scheme being sanctioned by the Tribunal.

11.2. Saving of Concluded Transactions

11.2.1. The transfer and vesting of the Transferor Company 2 with and into the Transferee Company under **PART D** of this Scheme and the continuance of the proceedings mentioned herein shall not affect the transactions or proceedings already concluded by the Transferor Company 2 on or prior to the Appointed Date, to the end and intent that the Transferee Company shall accept all the acts, deeds and things done and executed, be it of whatsoever nature, by or on behalf of the Transferor Company 2 in respect thereto as acts, deeds and things done and executed on behalf of itself.

12. ACCOUNTING AND TAX TREATMENT

12.1. Accounting Treatment

12.1.1. Upon the Scheme becoming effective, the Transferee Company shall account for the amalgamation in its books of accounts in accordance with the "Pooling of Interest Method" laid down under Appendix C (*Business combinations of entities under common control*) of the Indian Accounting Standard 103 – 'Business Combination' notified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as follows:

(a) The Transferee Company shall record all the assets, liabilities and reserves of the Transferor Company 2, after giving effect of the accounting treatment specified in paragraph 8.1 of the Scheme, relating to the merger of Transferor Company 1 with Transferor Company 2 under **PART C** of this Scheme, vested in the Transferee Company pursuant to the Scheme, at the respective existing carrying amounts.

(b) The cumulative carrying amount of investments in:

(i) the equity shares and OCRPS of Transferor Company 2, including the equity shares and OCRPS received by the Transferee Company pursuant to paragraph 6.4.2 of the Scheme, relating to the merger of the Transferor Company 1 with the Transferor Company 2; and

(ii) the equity shares of Transferor Company 2 to be issued pursuant to paragraph 10.3.1, as appearing in the books of the Transferee Company;

together with the cumulative corresponding unrealised gain recognised in FVTOCI reserve, and related deferred tax liability, shall stand cancelled.

(c) Inter-corporate loans, deposits or balances as between the Transferee Company and the Transferor Company 2, as well as the obligations in respect thereof, shall stand cancelled, and there shall be no obligations / rights in that regard.

(d) No adjustments are to be made to reflect fair values, or recognise new assets or liabilities, except to harmonise the accounting policies between the Transferor Company 2 and Transferee Company. In case of any difference in accounting policies between the Transferee Company and the Transferor Company 2, the accounting policies followed by the Transferee Company shall prevail and the impact of the difference will be quantified and adjusted to the revenue reserves of Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policies.

(e) All costs and expenses incurred in connection with the Scheme and to put it into operation, and any other expenses and charges attributable to the implementation of the Scheme, shall be debited to the statement of profit and loss of the Transferee Company.

(f) The comparative financial information presented in the financial statements of Transferee Company shall be restated for the accounting impact of the business combination from the beginning of the preceding period in the financial statements or from the date from which Transferee Company, Transferor Company 1 and Transferor Company 2 came under common control, whichever is later.

(g) The identity of the reserves, including retained earnings of the Transferor Company 2, shall be preserved and they shall appear in the financial statements of the Transferee Company, in the same form and manner in which they appeared in the financial statements of the Transferor Company 2, after giving effect of the accounting treatment specified in paragraph 8.1 of the Scheme relating to the merger of Transferor Company 1 with Transferor Company 2.

(h) The Transferee Company shall credit, to its equity share capital account and OCRPS classified under 'other equity', the aggregate face value of equity shares and OCRPS respectively issued by it to the equity shareholders and OCRPS holders of the Transferor Company 2 in terms of paragraph 10.4.1 of the Scheme.

(i) The difference between the value of assets over the value of liabilities and reserves of the Transferor Company 2 transferred to the Transferee Company pursuant to the Scheme (after giving effect of the accounting treatment specified in paragraph 8.1 of the Scheme), after adjusting any differences arising on the cancellation of investment in equity share capital and OCRPS together with the unrealised gain recognised in FVTOCI reserve and related deferred tax liability, as mentioned in paragraph 12.1.1(b) above, the face value of equity shares and OCRPS of the Transferee Company issued in paragraph 10.4.1 above and other adjustments contained in clause 12.1.1(c) and 12.1.1(d) above, will be first adjusted with or added to the amalgamation adjustment deficit account / capital reserve (if any) transferred to the Transferee Company pursuant to the effect of accounting treatment specified in paragraph 8.1 of the Scheme and then, the net difference, if in excess, shall be transferred to the capital reserve of the Transferee Company and presented separately from other capital reserve in the books of Transferee Company with disclosure of its nature and purpose in the notes to the financial statements of the Transferee Company. The net difference after the aforesaid adjustment will be disclosed as capital reserve / amalgamation adjustment deficit account, as the case may be.

(j) Notwithstanding anything above, the Board of Directors of the Transferee Company is authorized to account for any of the abovementioned balances for any amendments / clarifications to the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and in accordance with the other generally accepted accounting principles in India.

12.2. **Consequential Matters Relating to Tax**

12.2.1. Upon the Scheme coming into effect, notwithstanding anything to the contrary contained in the provisions of this Scheme, all accumulated tax loss, unabsorbed tax depreciation, minimum alternate tax credit, if any, of the Transferor Company 2 as on the Appointed Date shall, for all purposes, be treated as accumulated tax loss, unabsorbed tax depreciation and minimum alternate tax credit of the Transferee Company, subject to the provisions of the IT Act and all accumulated tax loss of the Transferee Company shall continue to be carried forward.

12.2.2. Upon the Scheme becoming effective, the Transferor Company 2 and the Transferee Company shall be entitled, wherever necessary and pursuant to the provisions of this Scheme, to file or revise their financial statements, tax returns, TDS and TCS certificates, TDS and TCS returns, and other statutory returns, and shall have the right to claim the refunds, advance tax credits, credit for minimum alternate tax, carry forward of losses and unabsorbed depreciation, deductions, tax holiday benefits, deductions or any other credits and / or set off of all amounts paid by the Transferor Company 2 or the Transferee Company under the relevant laws relating to income tax, value added tax, service tax, central sales tax, goods and service tax including CGST, SGST, IGST and UTGST, or any other tax, as may be required consequent to the implementation of the Scheme.

12.2.3. Upon the Scheme becoming effective, any advance tax, self-assessment tax, minimum alternate tax and/or TDS and TCS credit available or vested with the Transferor Company 2, including any taxes paid and TDS and TCS deposited by the Transferor Company 2 on *inter se* transactions during the period between the Appointed Date and the Effective Date, shall be treated as advance tax, self-assessment tax, minimum alternate tax and/or TDS and TCS credit paid by the Transferee Company and shall be available to the Transferee Company for set-off against its liability under the IT Act and any excess tax so paid shall be eligible for refund together with interest. Any TDS and TCS certificates issued by the Transferee Company to, or for the benefit of, the Transferor Company 2 under the IT Act with respect to the *inter se* transactions would be available to the Transferee Company to seek refund of from the tax authorities in compliance with law. Further, TDS and TCS deposited, TDS and TCS certificates issued or TDS and TCS returns filed by the Transferor Company 2 and the Transferee Company, other than *inter se* transactions during the period between the Appointed Date and the Effective Date, on transactions shall continue to hold good as if such TDS and TCS amounts were deposited, TDS and TCS certificates were issued and TDS and TCS returns were filed by the Transferee Company. Any TDS deducted and TCS deposited by, or on behalf of, the Transferor Company 2 on *inter se* transactions will be treated as advance tax deposited by the Transferee Company.

12.2.4. The Transferee Company is also expressly permitted to claim refunds, credits, including restoration of input tax credit, tax deduction in respect of nullifying of any transaction between the Transferee Company and the Transferor Company 2, in terms of this Scheme, between the Appointed Date and the Effective Date, provided that upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise its income tax returns, withholding tax returns, good and services tax returns, other tax returns, to obtain TDS and TCS certificates, including TDS and TCS certificates relating to transactions between the Transferee Company and the Transferor Company 2, and to claim refunds, seek adjustment of tax paid, advance tax, and TDS and TCS credits, benefit of carry forward of accumulated losses etc., pursuant to the provisions of this Scheme.

12.2.5. In accordance with the Central Goods and Services Tax Act, 2017 and the rules framed thereunder as are prevalent on the Effective Date, the accumulated un-utilised input tax credits according to tax records lying in the accounts of the Transferor Company 2 shall be permitted to be transferred to the credit of the Transferee Company, as if all such accumulated un-utilised input credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such accumulated un-utilized input tax credits against good and services tax payable by it.

12.2.6. All tax assessment proceedings/appeals of whatsoever nature by or against the Transferor Company 2 pending and/or arising at the Appointed Date and relating to the Transferor Company 2 shall be continued and/or enforced until the Effective Date by the Transferor Company 2. In the event of the Transferor Company 2 failing to continue or enforce any proceeding/appeal, the same may be continued or enforced by the Transferee Company. As and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company 2. Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company 2 with the Transferee Company.

12.2.7. The provisions of this Scheme as they relate to the amalgamation of the Transferor Company 2 into and with the Transferee Company have been drawn up to comply with the conditions relating to "*amalgamation*" as defined under Section 2(1B) and relevant sections and provisions of the IT Act. If any terms or provisions of this Scheme are found or interpreted to be inconsistent with any of the provisions of the IT Act, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the IT Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the IT Act. Such modification(s), will, however, not affect the other parts of the Scheme.

PART E: GENERAL TERMS AND CONDITIONS

13. SEQUENCING

13.1. Conditionality and Effectiveness of this Scheme (Conditions Precedent)

13.1.1. This Scheme is, and shall be, conditional upon and subject to, the satisfaction (or waiver, as applicable) of the following conditions, and any additional conditions precedent to the effectiveness of the Scheme set forth under the Framework Agreement.

(a) *Shareholder and Creditor Approval:* This Scheme being agreed to by the respective requisite majorities of the members and the creditors (where applicable) of the Transferor Company 1, Transferor Company 2, and the Transferee Company in accordance with Sections 230 to 232 of the Companies Act, the SEBI Merger Circulars and the SEBI LODR, as applicable;

(b) *Shareholder approval under SEBI Merger Circulars*: The public shareholders of the Transferee Company shall have approved the transactions contemplated herein, pursuant to, and in accordance with the requirements of, the SEBI Merger Circulars;

(c) *Stock Exchange Approvals*: The Transferor Company 1 and the Transferee Company shall have received no-objection letters from the BSE and NSE in respect of the Scheme (prior to the filing of the Scheme with the Tribunal), and the transactions contemplated therein, which shall be in a form and substance acceptable to the Parties, each acting reasonably and in good faith;

(d) *Tribunal Approval and RoC filing:* This Scheme being approved by the Tribunal, either on terms as originally approved by the Parties, or subject to such modifications approved by the Tribunal, which shall be in a form and substance acceptable to the Parties, each acting reasonably and in good faith, and a certified copy of the order of the Tribunal sanctioning this Scheme being filed with the RoC.

(e) *Others*: Such other conditions precedent as may be agreed under the Framework Agreement.

13.1.2. In the event the conditions precedent to the Scheme, as detailed in paragraph 13.1.1 above, are not satisfied or waived on or prior to the date specified therein, this Scheme shall become null and void, and, except as agreed in writing among the Parties, no rights or liabilities whatsoever shall accrue to, or be incurred by, the Parties or their respective shareholders or creditors or employees or any other Person.

13.1.3. The Parties, acting through their respective Boards of Directors, may mutually agree, in writing, to withdraw this Scheme from the Tribunal.

13.1.4. Upon satisfaction of the conditions specified in paragraph 13.1.1 above, and filing of the certified copy of the Judgment of the Tribunal sanctioning this Scheme with the relevant RoC, the Scheme shall become effective from the Appointed Date and operative from the date on which all of the aforesaid conditions have been met and the certified copy of the Scheme is filed with the RoC, which date shall be known as the "**Effective Date**".

13.1.5. On the sanction of this Scheme and upon this Scheme becoming effective, the following shall be deemed to have occurred on the Appointed Date and become effective and operative only in the sequence and in the order set out hereunder:

(a) filing of the certified copy of the Judgment of the Tribunal sanctioning the Scheme with the relevant RoC by the Transferor Company 1 and the Transferor Company 2;

(b) pursuant to paragraph 13.1.5(a), amalgamation of the Transferor Company 1 into and with the Transferor Company 2, in accordance with **PART C** of the Scheme, becoming effective;

(c) transfer of the authorised share capital of the Transferor Company 1 to the Transferor Company 2, and consequential increase in the authorised share capital of the Transferor Company 2 in accordance with **PART C** of this Scheme, unless the authorised share capital of the Transferor Company 2 has already been increased, prior to the effectiveness of this Scheme;

(d) cancellation of the equity shares of the Transferor Company 1 held by the Transferor Company 2 pursuant to **PART C** of this Scheme;

(e) issue and allotment of fully paid-up equity shares and OCRPS of the Transferor Company 2 to the shareholders of the Transferor Company 1 (other than the Transferor Company 2) and the Original OCRPS Shareholders respectively, in accordance with **PART C** of this Scheme;

(f) issue and allotment of NCDs of the Transferor Company 2 to the Transferor 1 Listed Debt Holders (if, and to the extent, any Transferor 1 NCDs are outstanding), in accordance with **PART C** of this Scheme;

(g) dissolution of the Transferor Company 1 without winding-up;

(h) filing of the certified copy of the Judgment of the Tribunal sanctioning the Scheme with the relevant RoC by the Transferor Company 2 (as required) and the Transferee Company;

(i) pursuant to paragraph 13.1.5(h), amalgamation of the Transferor Company 2 into and with the Transferee Company, in accordance with **PART D** of the Scheme, becoming effective;

(j) transfer of the authorised share capital of the Transferor Company 2 to the Transferee Company, and consequential increase in the authorised share capital of the Transferee Company, in accordance with **PART D** of this Scheme, unless the authorised share capital of the Transferee Company has already been increased, prior to the effectiveness of this Scheme;

(k) cancellation of the equity shares and OCRPS of the Transferor Company 2 held by the Transferee Company pursuant to **PART D** of this Scheme;

(l) issue and allotment of fully paid-up equity shares and OCRPS of the Transferee Company to the shareholders of the Transferor Company 2 (which, for the avoidance of doubt shall not include the Transferee Company and its nominees), in accordance with provided in **PART D** of this Scheme;

(m) issue and allotment of NCDs of the Transferee Company to the Transferor 1 Listed Debt Holders and Transferor 2 Unlisted NCD Holders (if, and to the extent, any Transferor 2 NCDs are outstanding), in accordance with **PART D** of this Scheme; and

(n) dissolution of the Transferor Company 2 without winding-up.

13.1.6. By way of the provision of their approval of the Scheme, the shareholders of each of the Parties shall have, and shall be deemed to have, accorded their approval for any and all related party transactions undertaken, or to be undertaken, to give effect to the transactions contemplated under this Scheme, including the issuance, conversion and transfer of any securities, issued at any time after the approval of this Scheme by the respective Boards of Directors of the Parties.

14. AMENDMENT OF ORGANIZATIONAL DOCUMENTS

14.1. Modification of memorandum of association of the Transferor Company 2

14.1.1. As a consequence of any increase in and/or re-classification in the authorised share capital of the Transferor Company 2 in accordance with **PART C** of this Scheme, Clause 5 in the memorandum of association of the Transferor Company 2 shall, upon **PART C** of this Scheme becoming effective, and without any further act or deed, be automatically substituted to account for such alterations to the authorised share capital of the Transferor Company 2.

For the avoidance of doubt, it is hereby clarified that in the event the authorised share capital of the Transferor Company 2 undergoes any change either as a consequence of any corporate action or otherwise, the authorised share capital to be specified in Clause 5 of the memorandum of association of the Transferor Company 2 shall, with effect from the Effective Date, stand automatically modified to take into account the effect of such change, if any.

14.1.2. It is clarified that upon approval of the Scheme by the members of the Transferor Company 2 pursuant to Sections 230 to 232 of the Act, it shall be deemed that the members have also accorded their consent to alter the memorandum of association of the Transferor Company 2 as noted in this paragraph 14.1, and no further resolution under Sections 13, 61 or any other applicable provisions of the Act would be required to be separately passed. Pursuant to the sanction of the Scheme, the Transferor Company 2 shall file the requisite forms with the RoC and reflect the above alterations in every copy of the memorandum of association.

14.2. Modification of memorandum of association and the articles of association of the Transferee Company

14.2.1. As a consequence of any increase in and/or re-classification of the authorised share capital of the Transferee Company in accordance with **PART D** of this Scheme, Clause IV in the memorandum of association of the Transferee Company shall, upon **PART D** of this Scheme becoming effective, and without any further act or deed, be automatically substituted to account for such alterations to the authorised share capital of the Transferee Company.

For the avoidance of doubt, it is hereby clarified that in the event the authorised share capital of the Transferee Company undergoes any change either as a consequence of any corporate action or otherwise, the authorised share capital to be specified in Clause IV of the memorandum of association of the Transferee Company shall, with effect from the Effective Date, stand automatically modified to take into account the effect of such change, if any.

14.2.2. With effect from the later of: (a) the Effective Date; or (b) September 16, 2023; the name of the Transferee Company shall stand altered to 'GMR Airports Limited', and the memorandum of association and the articles of association of the Transferee Company shall, without any further act, instrument or deed, stand amended to reflect such alteration of the name of the Transferee Company.

14.2.3. Subject to the provisions of paragraph 14.2.2, the articles of association of the Transferee Company shall be amended and restated in the manner set out in **SCHEDULE 2** of this Scheme and such amended and restated articles of association shall be effective from the Effective Date. In the event the Transferee Company is required to amend its articles of association for compliance with Applicable Law prior to the Effective Date, such amended articles shall, without any further act, instrument or deed, form a part of the amended and restated articles of association of the Transferee Company as set out in **SCHEDULE 2**.

14.2.4. It is clarified that upon approval of the Scheme by the members of the Transferee Company pursuant to Sections 230 to 232 of the Act, it shall be deemed that the members have also accorded their consent to alter the memorandum of association and the articles of association of the Transferee Company as noted in this paragraph 14.2, and no further resolution under Sections 13, 14, 61 or any other applicable provisions of the Act would be required to be separately passed. Pursuant to the sanction of the Scheme, the Transferee Company shall file the requisite forms with the RoC and reflect the above alterations in every copy of the memorandum of association and articles of association.

15. OTHER TERMS

15.1. Treatment of certain contracts and Licences

15.1.1. Notwithstanding anything to the contrary provided in any other provision of this Scheme:

(a) the Licences held by, or in the name of, the Transferor Company 1, including those relating to any subsidiaries (including, without limitation, Delhi International Airport Limited, GMR Hyderabad International Airport Limited, GMR Goa International Airport Limited, GMR Vishakhapatnam Airport Limited, and Nagpur International Airport Limited) of the Transferor Company 1 (or pertaining to the activities thereof) shall, for the purposes of any Licences and/or contracts governing the business / activities / conduct of the Transferor Company 1 or its subsidiaries, be deemed to directly vest in the Transferee Company upon the effectiveness of the Scheme, and for such purpose, the Transferee Company shall be a successor in interest of the Transferor Company 1 and/or the Transferor Company 2; and

(b) the investments of the Transferor Company 1 in any subsidiaries of the Transferor Company 1 shall, at the option of the Parties, for the purposes of any contracts governing the business / activities / conduct of such subsidiaries, be deemed to directly vest in the Transferee Company upon the effectiveness of the Scheme, and for such purpose, the Transferee Company shall be a successor in interest of the Transferor Company 1 and/or the Transferor Company 2.

15.2. Application to the Tribunal

15.2.1. The Parties, shall, jointly make and file all necessary applications/petitions with the Tribunal under Sections 230 to 232 and other applicable provisions of the Act, to seek orders for dispensing with or convening, holding or conducting of the meetings of their respective members and creditors (secured and unsecured) and for sanction of this Scheme and all matters ancillary or incidental thereto as may be necessary to give effect to the terms of the Scheme, with such modifications, as may be approved by the Tribunal.

15.3. Modifications or Amendments to the Scheme

15.3.1. The Parties will be at liberty to apply to the Tribunal from time to time for necessary directions in matters relating to the Scheme or any terms thereof, in terms of the Act.

15.3.2. Each of the Parties, through their respective Boards of Directors may assent and mutually agree:

(a) to make any modifications, amendments, clarifications or confirmations to this Scheme; and

(b) to take such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions that may arise in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any manner whatsoever connected therewith, whether by reason of any directive or order of the Tribunal or any other Governmental Authorities or otherwise, howsoever arising out of, under or by virtue of this Scheme and/or any matters concerned or connected therewith, and to do and execute all acts, deeds, matters and things necessary for giving effect to this Scheme.

15.3.3. If any part of this Scheme is held invalid, ruled illegal by any court of competent jurisdiction, or becomes unenforceable for any reason, whether under present or future Laws, then it is the intention of the Parties that such part shall be severable from the remainder of this Scheme and this Scheme shall apply with whatever deletion or modification is necessary so that such part is legal, valid and enforceable and gives effect to the commercial intention of the Parties, subject to the terms of the Framework Agreement. If the deletion of such part shall cause this Scheme to become materially adverse to either of the Parties or is not in accordance with the Framework Agreement, the Parties (acting through their respective Board of Directors) shall attempt to bring about a modification in this Scheme, as will best preserve for the Parties and the other parties to the Framework Agreement, the benefits and obligations of this Scheme, including but not limited to such part, provided that such modification shall have been agreed to in accordance with the terms of the Framework Agreement.

15.4. Revocation, withdrawal of this Scheme

15.4.1. The Parties, acting through their respective Boards of Directors, shall be entitled to revoke, cancel, withdraw and declare this Scheme of no effect at any stage if:

(a) this Scheme is not being sanctioned by the Tribunal or if any of the consents, approvals, permissions, resolutions, agreements, sanctions and conditions required for giving effect to this Scheme are not obtained or for any other reason;

(b) in case any condition or alteration is imposed by the Tribunal, shareholders of the Transferor Company 1, Transferor Company 2, and/or the Transferee Company or any other authority that is not acceptable to the Board of Directors of the Transferor Company 1, Transferor Company 2, and/or Transferee Company; and

(c) the Board of Directors of the Transferor Company 1, Transferor Company 2, and/or Transferee Company is of the view that the coming into effect of this Scheme in terms of the provisions of this Scheme or filing of the drawn up order(s) with any Governmental Authority could have adverse implication on all or any of the companies in which the promoters of the Transferee Company (prior to the effectiveness of the Scheme) have any shareholding.

15.4.2. On revocation, withdrawal, or cancellation, this Scheme shall stand revoked, withdrawn, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* to the Parties or their respective shareholders or creditors or employees or any other Person, save and except in respect of any act or deed done and agreed in the Framework Agreement prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with Applicable Law, and in such case, each Party shall bear its own costs unless otherwise mutually agreed.

15.4.3. In the event of withdrawal under Clause 15.4.1 above, the Parties shall take all necessary steps to withdraw this Scheme from the Tribunal and any other authority and to make all necessary filings/applications as may be required to withdraw this Scheme.

15.5. Dividends

15.5.1. The Transferor Company 1, Transferor Company 2, and Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date.

15.6. Mutation of property and stamp duty

15.6.1. The Transferor Company 2 and/or the Transferee Company will make application(s) to the appropriate authorities for mutation or substitution of the title to the immovable properties of the Transferor Company 1 and/or Transferor Company 2, if any, upon the effectiveness of this Scheme, in accordance with Applicable Law, for purposes of updating the records in the name of the Transferor Company 2 and Transferee Company, as applicable, pursuant to the sanction of this Scheme by the Tribunal in accordance with the terms hereof.

15.6.2. Since all movable properties belonging to the Transferor Company 1 and Transferor Company 2 shall be transferred by way of delivery and possession, no stamp duty shall be payable on transfer of such properties.

15.7. Transfer of registered office

15.7.1. The registered offices of the Transferor Company 2 and the Transferee Company are subject to transfer. To the extent relevant, any reference, in this Scheme, to any Applicable Law, Governmental Authority or any related term, in connection with the Transferor Company 2 and the Transferee Company, shall be regarded as referring to such Applicable Law, Governmental Authority or such other related term as would be applicable, or have jurisdiction, in the location of their registered office after such transfer.

15.8. Costs and expenses

15.8.1. Each of the Parties shall bear their respective costs, charges, expenses, fees, taxes and all other expenses, if any, including stamp duty, registration charges and transfer fees arising out of or incurred in carrying out and implementing the Scheme, stamp duty payable on the order of the Tribunal approving this Scheme and issuance and allotment of securities pursuant to this Scheme.

15.8.2. All costs, charges and expenses of the Transferor Company 1 and Transferor Company 2 respectively in relation to or in connection with the Scheme and of carrying out and implementing / completing the terms and provisions of the Scheme and/or incidental to the completion of amalgamation of the Transferor Company 1 in pursuance of the Scheme shall be allowed as a deduction to the Transferor Company 2 in accordance with Section 35DD of the IT Act over a period of 5 (five) years beginning with the previous year in which the Appointed Date falls.

15.8.3. All costs, charges and expenses of the Transferor Company 2 and Transferee Company respectively in relation to or in connection with the Scheme and of carrying out and implementing / completing the terms and provisions of the Scheme and/or incidental to the completion of amalgamation of the Transferor Company 2 in pursuance of the Scheme shall be allowed as a deduction to the Transferee Company in accordance with Section 35DD of the IT Act over a period of 5 (five) years beginning with the previous year in which the Appointed Date falls.

15.9. **Compliance with Applicable Laws**

15.8.1 The Parties undertake to comply with all Applicable Laws (including all applicable compliances required by the SEBI and the Stock Exchanges and all applicable compliances required under the Foreign Exchange Management Act, 1999 and the rules, regulations and guidelines issued thereunder as may be prescribed by the RBI, from time to time), including making the requisite intimations and disclosures to any Governmental Authority and obtaining the requisite consent, approval or permission of the relevant Governmental Authority, which by Law may be required for the implementation of this Scheme or which by Law may be required in relation to any matters connected with this Scheme.

15.8.2 Since the Transferee Company is a listed company and the Transferor Company 1 is a debt listed entity, this Scheme is subject to compliance by the Transferee Company and the Transferor Company 1 with applicable requirements under the SEBI LODR, the SEBI Merger Circulars and all other statutory directives of SEBI, as applicable.

SCHEDULE 1: OCRPS Terms

[*attached separately*]

SCHEDULE 2: Amended and Restated Articles of Association of the Transferee Company

[*attached separately*]

SCHEDULE 3: Details pertaining to Transferor 1 NCDs

Sr. No.		1
ISIN		INE903F08086
Face Value		10,000,000
Dividend / Coupon		6%
Terms of payment of Dividend / Coupon including frequency		Payable Semi Annually
Credit Rating		Care A-
Tenure/Maturity		December 28, 2023
Redemption	**Terms of redemption**	Bullet Repayment
	Amount	Initial Amount of Issue was Rs. 220,00,00,000, of which Rs. 107,00,00,000 were mandatorily redeemed on February 23, 2023 and the balance in this ISIN is Rs. 113,00,00,000
	Date	December 28, 2023
	Redemption Premium	7% PA
	Early Redemption Scenarios	Yes - On the occurrence of the following events, the Issuer will be required to mandatorily redeem the Bonds in the manner detailed in the Bond Trust Deed: (i) Upon any primary equity proceeds raised by the Issuer, (the "**Equity Issuance Event**"), such equity proceeds shall be applied towards repayment of the Bonds and Existing Bonds in a *pro rata* manner except for (a) 100% of the proceeds of an initial public offering, or (b) up to 50% of the proceeds of any other equity investment (divestment); provided such proceeds are used for the airport business or operational purposes by the Issuer within 1 year from the receipt of the equity proceeds. Notwithstanding anything contained above if an event of default is continuing under the Transaction Documents all equity issuance proceeds must be applied towards mandatory redemption of the Bonds; (ii) Proceeds to GAIBV, the Issuer or its subsidiaries from monetization of any equity interest in foreign subsidiary or joint venture entity including, without limitation, the Medan Airport (Indonesia) ("**Medan Asset Monetisation**"), Crete Airport (Greece), SSP – Mactan Cebu Corporation (Philippines), Mactan Travel Retail Group (Philippines), Megawide GMR Construction JV Inc (Philippines), or Cebu Airport shall be applied in full to redeem outstanding amounts of Existing Bonds and Bonds on a pro-rated basis. Provided, however, such proceeds shall not be applied

		towards pro-rata mandatory repayment of Existing Bonds or Bonds if the holders of such tranches waive their *pro-rata* share of prepayment; (iii) Illegality – if it becomes illegal for any Bond Holder in any applicable jurisdiction to hold or maintain its investments in the Bonds it shall be entitled to seek a redemption of its Bonds; (iv) The Issuer failing to list the Bonds within 4 trading days from the respective Deemed Date of Allotment; (v) Any other mandatory redemption event prescribed for the Existing Bonds, including but not limited to occurrence of Cebu Disposal Event and/ or any permitted disposal of DIAL and GHIAL shares.
Safeguards for the protection of Holders of NCDs		Taking into consideration: (i) the Audit Committee recommending the draft Scheme to the Board, and the same being approved by the Board; (ii) the Valuation Reports issued by the independent registered valuer viz KPMG Valuation Services LLP ("**Registered Valuer**"); and (iii) the Fairness Opinions issued by SEBI registered independent merchant banker viz. ICICI Securities Limited ("**Merchant Banker**"); the proposed entitlement ratio as recommended by the Registered Valuer and certified as fair by the Merchant Banker was approved by the Board and subject to the approval from the holders of NCDs whose names are recorded in the relevant registers of the Company on the Record Date shall continue holding the same number of NCDs in the Transferee Company as held by such NCD holder in the Company and on the same terms and conditions. Thus, the Scheme envisages that the holders of NCDs of GAL will become holders of NCDs of the Transferee Company at exactly the same terms, including the coupon rate, tenure, redemption price, quantum, and nature of security, ISIN, respectively, as NCDs of GAL. Therefore, the Scheme will not have any adverse impact on the holders of the NCDs and thus adequately safeguards interests of the holders of the NCDs.
Other embedded features	**Call**	NA
	Put	NA
Exit offer to the Dissenting holders of NCDs		Since the Scheme is between the subsidiary and the holding company and envisages that the holders of NCDs of GAL will become holders of NCDs of the Transferee Company on the same terms and as such, no exit offer is required.

Other information/details pertinent for holders of NCDs	The Scheme envisages that the holders of NCDs of GAL will become holders of NCDs of the Transferee Company at exactly the same terms, including the coupon rate, tenure, redemption price, quantum, and nature of security, ISIN, respectively, as NCDs of GAL. Therefore, the Scheme will not have any adverse impact on the holders of the NCDs and thus adequately safeguards interests of the holders of the NCDs.

Sr. No.		2
ISIN		INE903F08094
Face Value		10,000,000
Dividend / Coupon		6%
Terms of payment of Dividend / Coupon including frequency		Payable Semi Annually
Credit Rating		Care A-
Tenure/Maturity		December 28, 2023
Redemption	**Terms of redemption**	Bullet Repayment
	Amount	8,000,000,000
	Date	December 28, 2023
	Redemption Premium	7.2875% PA
	Early Redemption Scenarios	Same as for Sr. No. 1
Safeguards for the protection of Holders of NCDs		Same as for Sr. No. 1
Other embedded features	**Call**	NA
	Put	NA
Exit offer to the Dissenting holders of NCDs		Same as for Sr. No. 1
Other information / details pertinent for holders of NCDs		Same as for Sr. No. 1

Sr. No.	3
ISIN	INE903F08102

Face Value		10,000,000
Dividend / Coupon		6%
Terms of payment of Dividend / Coupon including frequency		Payable Semi Annually
Credit Rating		Care A-
Tenure/Maturity		December 28, 2023
Redemption	**Terms of redemption**	Bullet Repayment
	Amount	Initial Amount of Issue was Rs. 325,00,00,000, of which Rs. 157,00,00,000 were mandatorily redeemed on February 23, 2023 and the balance in this ISIN is Rs.168,00,00,000
	Date	December 28, 2023
	Redemption Premium	7.2875% PA
	Early Redemption Scenarios	Same as for Sr. No. 1
Safeguards for the protection of Holders of NCDs		Same as for Sr. No. 1
Other embedded features	**Call**	NA
	Put	NA
Exit offer to the Dissenting holders of NCDs		Same as for Sr. No. 1
Other information/details pertinent for holders of NCDs		Same as for Sr. No. 1

Sr. No.	4
ISIN	INE903F08110
Face Value	10,000,000
Dividend / Coupon	6%
Terms of payment of Dividend / Coupon including frequency	Payable Semi Annually
Credit Rating	Care A-
Tenure/Maturity	December 28, 2023

Redemption	**Terms of redemption**	Bullet Repayment
	Amount	3,250,000,000
	Date	December 28, 2023
	Redemption Premium	7.2875% PA
	Early Redemption Scenarios	Same as for Sr. No. 1
Safeguards for the protection of Holders of NCDs		Same as for Sr. No. 1
Other embedded features	**Call**	NA
	Put	NA
Exit offer to the Dissenting holders of NCDs		Same as for Sr. No. 1
Other information/details pertinent for holders of NCDs		Same as for Sr. No. 1

Sr. No.		5
ISIN		INE903F08169
Face Value		10,000,000
Dividend / Coupon		6%
Terms of payment of Dividend / Coupon including frequency		Payable Semi Annually
Credit Rating		Care A-
Tenure/Maturity		24 Months
Redemption	**Terms of redemption**	Bullet Repayment
	Amount	3,450,000,000
	Date	September 24, 2024
	Redemption Premium	5.5% PA
	Early Redemption Scenarios	Same as for Sr. No. 1

Safeguards for the protection of Holders of NCDs		Same as for Sr. No. 1
Other embedded features	**Call**	NA
	Put	NA
Exit offer to the Dissenting holders of NCDs		Same as for Sr. No. 1
Other information/details pertinent for holders of NCDs		Same as for Sr. No. 1

Sr. No.		6
ISIN		INE903F08128
Face Value		1,000,000
Dividend / Coupon		6%
Terms of payment of Dividend / Coupon including frequency		Payable Semi Annually
Credit Rating		Care A-
Tenure/Maturity		36 Months
Redemption	**Terms of redemption**	Bullet Repayment
	Amount	3,000,000,000
	Date	August 17, 2024
	Redemption Premium	5.5% PA
	Early Redemption Scenarios	Same as for Sr. No. 1
Safeguards for the protection of Holders of NCDs		Same as for Sr. No. 1
Other embedded features	**Call**	NA
	Put	NA
Exit offer to the Dissenting holders of NCDs		Same as for Sr. No. 1

Other information/details pertinent for holders of NCDs	Same as for Sr. No. 1

Sr. No.		7	
ISIN		INE903F08136	
Face Value		1,000,000	
Dividend / Coupon		6%	
Terms of payment of Dividend / Coupon including frequency		Payable Semi Annually	
Credit Rating		Care A-	
Tenure/Maturity		24 Months	23 Months 6 Days
Redemption	**Terms of redemption**	Bullet Repayment	Bullet Repayment
	Amount	990,000,000	3,010,000,000
	Date	June 24, 2024	
	Redemption Premium	6.15% PA	
	Early Redemption Scenarios	Same as for Sr. No. 1	
Safeguards for the protection of Holders of NCDs		Same as for Sr. No. 1	
Other embedded features	**Call**	NA	NA
	Put	NA	NA
Exit offer to the Dissenting holders of NCDs		Same as for Sr. No. 1	
Other information/details pertinent for holders of NCDs		Same as for Sr. No. 1	

Sr. No.	8
ISIN	INE903F08151
Face Value	1,000,000
Dividend / Coupon	5.50%

Terms of payment of Dividend / Coupon including frequency		Payable Semi Annually
Credit Rating		Care A-
Tenure/Maturity		24 Months
Redemption	**Terms of redemption**	Bullet Repayment
	Amount	Initial Amount of Issue was Rs. 1110,00,00,000, of which Rs. 65,00,00,000 and 113,90,00,000 were mandatorily redeemed on February 20, 2023 and March 16, 2023, respectively and the balance in this ISIN is Rs. 931,10,00,000 (with corporate actions in connection with such change ongoing as of March 19, 2023).
	Date	September 22, 2024
	Redemption Premium	6.635% PA
	Early Redemption Scenarios	Same as for Sr. No. 1
Safeguards for the protection of Holders of NCDs		Same as for Sr. No. 1
Other embedded features	**Call**	NA
	Put	NA
Exit offer to the Dissenting holders of NCDs		Same as for Sr. No. 1
Other information/details pertinent for holders of NCDs		Same as for Sr. No. 1

[*Note: Other relevant information, such as: the latest audited financials (along with notes to accounts and any audit qualifications); an auditors' certificate certifying the payment/ repayment capability of the resultant entity; and the fairness report; is attached separately and/or is available at* https://gmrinfra.com/gmr-airports-limited.aspx#investors.]

SCHEDULE 1

TERMS OF OCRPS

S. No.	Title	Description
1.	**Name of the Issuer**	Merged GIDL and upon effectiveness of Part D of the Merger Scheme, Merged GIL
2.	**Name of the Allottees**	GIL and GISL, and upon effectiveness of Part D of the Merger Scheme, GISL
3.	**Face value of the OCRPS**	Merged GIDL shall issue OCRPS at a face value of INR 400, based on the conversion ratio approved in accordance with the Merger Scheme. Since the face value of equity shares of GIL is INR 1, upon effectiveness of Part D of the Merger Scheme, OCRPS shall be issued by Merged GIL at a face value of INR 40, based on the conversion ratio approved in accordance with the Merger Scheme.
4.	**Issue price of the OCRPS**	Issued on the basis of the OCRPS swap ratio derived from the underlying equity swap ratio under the Merger Scheme.
5.	**Tenure**	20 years
6.	**Lock-up and New SHA compliance**	No lock-up. OCRPS holder shall be entitled to transfer the OCRPS or convert into equity shares without any restrictions, provided that the Agreed Equity Shareholding Ratio, if applicable, is maintained. Notwithstanding anything contained herein or the Transaction Documents, by way of abundant caution it is hereby clarified that that the Transfer of the OCRPS, shall be subject to Clauses 13.1.1, 13.1.2, 13.1.3, 13.1.6, 13.1.7, 13.1.8, 13.3 and 13.4 of the New SHA.
7.	**Conversion Ratio**	1 OCRPS issued by Merged GIDL (and carried forward by Merged GIL upon effectiveness of Part D of the Merger Scheme), shall be converted to 40 equity shares of Merged GIDL (or 40 equity shares of Merged GIL upon effectiveness of Part D of the Merger Scheme). Adjustments shall be made for the following agreed events: (a) any share split; (b) any bonus issue of shares; and (c) any other similar event that may have an impact on the capital structure of Merged GIL.

8.	**Dividends**	OCRPS holder shall be entitled to receive dividends on the OCRPS on an "as if converted" basis at the same time and in the same proportion as any dividends paid to the equity shareholders of Merged GIL or Merged GIDL or in any event a pre-determined non-cumulative dividend at the rate of 0.001% per annum. In addition, and without prejudice to the foregoing, the OCRPS holder shall be entitled to a pre-determined dividend only where there is any distributable profit of Merged GIDL / Merged GIL, as applicable.
9.	**Redemption**	Merged GIDL or Merged GIL, as applicable shall not be entitled to redeem the OCRPS at any time or for any reason whatsoever.
10.	**Conversion Option**	(a) OCRPS holder shall have the right to require conversion of all or any OCRPS into equity shares of Merged GIDL or Merged GIL, as applicable at any time, in its sole discretion, provided that, subject to paragraph 10(d) below, the Agreed Equity Shareholding Ratio is maintained, if applicable. (b) In order to exercise the option of converting the OCRPS into equity shares of Merged GIDL or Merged GIL, as applicable, OCRPS holder shall issue a notice to Merged GIDL or Merged GIL, as applicable (with a copy to GEPL) specifying, *inter alia*, the number of OCRPS to be converted. Within thirty (30) days of the receipt of such a notice, Merged GIDL or Merged GIL, as applicable shall undertake all actions to complete the process of conversion, including to obtain any board or shareholder approvals necessary in this regard. (c) The conversion of OCRPS into equity shares of Merged GIDL or Merged GIL, as applicable, may be undertaken in multiple tranches, at the sole discretion of OCRPS holder. (d) OCRPS holder shall be entitled to convert the OCRPS into equity shares, in each case, without any requirement to maintain the Agreed Equity Shareholding Ratio, upon: (i) any failure by the FCCB Purchaser (*as defined in the FCCB Transaction Documents*) to complete the purchase of all the FCCBs held by ADP upon the exercise of the FCCB Put Option (*as defined in the FCCB Transaction Documents*); or (ii) the non-completion of the merger of Merged GIDL into GIL in accordance with the Transaction Documents for any reason whatsoever. (e) If OCRPS holder holds any OCRPS, thirty-five (35) Business Days prior to the date of expiry of the 20-year tenure of the OCRPS, it shall be deemed to have issued a notice requiring conversion of all such OCRPS into equity

		shares of Merged GIDL or Merged GIL, as applicable. Upon such conversion, the requirement to maintain the Agreed Equity Shareholding Ratio shall not apply. In such case, Merged GIDL or Merged GIL, as applicable, shall undertake all actions to complete the process of conversion, including to obtain any board or shareholder approvals necessary in this regard, prior to the expiry of the 20-year tenure of the OCRPS. However, GEPL shall continue to have a right of first offer on sale of all shares held by OCRPS holder (including those post conversion of OCRPS). (f) Any accrued but unpaid dividend on the OCRPS shall be paid by Merged GIDL or Merged GIL, as applicable, to OCRPS holder in cash at the time of conversion into equity shares.
11.	**Rights of OCRPS holder**	Subject to applicable law: (a) The OCRPS shall carry a preferential right vis-à-vis equity shares of Merged GIDL or Merged GIL, as applicable, with respect to the payment of dividend and repayment in case of a winding up or repayment of capital. (b) The equity shares to be allotted on conversion of the OCRPS shall rank *pari passu* with the then existing equity shares of Merged GIDL or Merged GIL, as applicable, in all respects. (c) OCRPS holder shall participate in surplus assets and profits, in the event of the winding up of Merged GIDL or Merged GIL, as applicable, after the entire capital has been re-paid. (d) No voting rights shall be attached to the OCRPS, except voting rights as a separate class of preference shareholders which may affect the value of the OCRPS or any rights attached to the OCRPS. To the extent that any voting rights attach to the OCRPS, the OCRPS holder agrees that each OCRPS shall entitle the OCRPS holder to 1 vote, notwithstanding the face value of such OCRPS.
12.	**Rights of Issuer**	(a) Except as specified in the New SHA and this Agreement, the Issuer shall not have any rights with respect to the OCRPS. (b) The Issuer of the OCRPS shall not have any right to buy-back, reduce, re-classify or cancel the OCRPS.

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

UNDER THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION
OF
GMR AIRPORTS INFRASTRUCTURE LIMITED[1]

CHAPTER – I

		I. PRELIMINARY
1.	Table "F" not to apply	Save as reproduced or adopted herein, the regulations contained in Table "F" (in the first Schedule to the Act) shall not apply to the Company.
2.		**II. INTERPRETATION**
	In these regulations: *"Act"*	means the Companies Act 2013 and every rule, regulation, notification and circular issued under the provisions of the Companies Act 2013, including any amendment, modification or re-enactment thereof.
	"Articles" or "these presents"	means these articles of association, as altered or varied from time to time in accordance with the provisions of the Act (and "*Article*" means any provision of these Articles).
	"Beneficial owner"	means a person whose name is recorded as such with a Depository.
	"Board" or "Board of Directors"	means the Board of Directors of the Company as reconstituted from time to time in accordance with these Articles.
	"Charter Documents"	means collectively the Memorandum and Articles.
	"Company or GIL"	means 'GMR Airports Infrastructure Limited'.
	"Depositories Act"	means the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof from time to time.
	"Depository"	means a company formed and registered under the Act and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.
	"Directors"	means the Directors on the Board of the Company for the time being and includes any person appointed as a director of the Company in accordance with these Articles and the provisions of the Act, from time to time, and also includes Alternate Directors.
	"Dividend"	includes interim dividend.
	"General Meeting"	shall mean a meeting of the Members including an Annual General Meeting or an Extraordinary General Meeting as the context may require.
	"*GEPL*"	means GMR Enterprises Private Limited, a company incorporated under provisions of the Companies Act, 1956 having its registered office at Third Floor, Old No. 248/New No. 114 Royapettah High Road, Royapettah, Tamil Nadu 600014, including its successor and assigns.
	"GMR"	means Mr. Grandhi Mallikarjuna Rao, S/o Late Shri Grandhi China Sanyasi Raju, Indian resident, currently residing at Varalakshmi Nilayam, 486/76, 38th

[1] Change in name pursuant to a special resolution passed through Postal Ballot on August 27, 2022, and the approval of the Central Government dated September 15, 2022.

		Cross, 1st Main Road, 8th Block, Jayanagar, Bangalore – 560 082, State of Karnataka, including his successors and legal heirs.
	"Managing Director"	shall have the meaning assigned thereto by the Act.
	"Member"	means the duly registered holder from time to time of the shares of the Company and includes the subscribers to the Memorandum of the Company or a beneficial owner.
	"Memorandum"	means the memorandum of association of GIL, as amended, modified or supplemented from time to time.
	"Month"	means the English calendar month.
	"Officer"	shall have the meaning assigned thereto by the Act.
	"Ordinary Resolution"	shall have the meaning assigned thereto by the Act.
	"Register"	means the register of members to be kept pursuant to the Act.
	"Registered Office" or "Office"	means the registered office of the Company for the time being.
	"Registrar"	means the Registrar of Companies having jurisdiction over the Company.
	"Seal"	means the common seal of the Company for the time being.
	"Secretary"	shall have the meaning assigned thereto by the Act.
	"Shareholders"	means the Members of the Company for the time being.
	"Shares"	means the equity shares of the Company unless otherwise mentioned.
	"Special Resolution"	shall have the meaning assigned thereto by the Act.
	"Transfer"	means and includes any direct or indirect sale, assignment, lease, transfer, pledge, encumbrance or other disposition of or the subjecting to a security interest of, any property, asset, rights or privilege or any interest therein or thereto.
	"Writing"	shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.
3.		**III. INTERPRETATION**
		The marginal notes hereto are inserted for convenience and shall not affect the constitution hereof and, in these presents, unless there be something in the subject or context inconsistent therewith: (a) Words importing only the singular number shall include the plural number and *vice versa*. (b) Words importing the masculine gender shall include the feminine gender. (c) Words importing persons shall include individuals, firms, associations and corporations. (d) Subject as aforesaid, any words or expressions defined in the Act shall except where the subject or context forbids bear the same meaning in these Articles.
		IV. SHARE CAPITAL AND ALTERATION OF CAPITAL
4.	Authorized Share Capital	The Authorized Share Capital of the Company be read as is given in Clause V of the Memorandum of Association of the Company. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special

		rights, privileges, conditions or restrictions, as may be determined by or in accordance with these Articles and to vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as may for the time being permitted by these Articles or the legislative provisions for the time being in force in that behalf. Subject to the provisions of Section 55 of the Act, provisions of other laws in force and of these Articles, any preference shares (redeemable or convertible) may be issued on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.
5.	Alteration of Capital	The company may, from time to time, increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
6.	Consolidation, subdivision and cancellation of shares	Subject to the provisions of section 61 of the Act and these Articles, the company may, by ordinary resolution, — (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
7.	Reduction of capital	The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law, — (a) its share capital; (b) any capital redemption reserve account; or (c) any share premium account.
8.	Further issue of Share Capital	Where at any time, the Company proposes to increase its subscribed capital by the issue of further Shares, such Shares shall be offered: (a) persons who, at the date of offer, are holders of equity shares of the Company in proportion, as nearly as circumstances admit, to the paid-up capital on those shares by sending a letter of offer subject to the conditions as may be prescribed; (b) to employees under a scheme of employees' stock option subject to special resolution passed by the Company and subject to such conditions as may be prescribed (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b) above subject to the provisions of the Act and these Articles.
9.	Mode of further issue of shares	A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and these Articles. Notwithstanding anything contained in these Articles, but subject, however, to section 62 of the Act and these Articles, the Company may increase its subscribed Share Capital on exercise of an option attached to the Debentures issued or loans raised by the Company to convert such Debentures or loans into Shares, or to subscribe for Shares in the Company by passing resolution by the members.
10.	Shares to be under the control of the Board	Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the

		sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board thinks fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued shall be deemed to be fully paid shares. Provided that the option or right to call on shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.
11.	Variation of rights	(a) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. (b) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
12.	Preferred or other rights	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
13.	Preference Shares	Subject to the provisions of Section 43, Section 55 and other applicable provisions, if any, of the Act and the provisions of these Articles, the Company shall by a Special Resolution have power to issue or re-issue preference Shares / cumulative convertible preference Shares of one or more classes which are liable to be redeemed or converted to equity Shares, with such rights and on such terms and conditions that are prescribed in this behalf under the Act from time to time.
14.	Sub-division into preferred and ordinary share capital	The resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division one or more of such shares shall have some preference or special advantage as regards dividend, capital, voting or otherwise over or as compared with others, subject, nevertheless, to the provisions of the Act and these Articles. The Board may, from time to time subject to the consent of the Members in General Meeting, reclassify or convert the preference share capital into equity share capital or vice versa, as may be permitted by law.
15.	Surrender of shares	Subject to the provisions of the Act the Board may accept from any Member the surrender of all or any of his shares.
16.	Stock	Where shares are converted into stock, — (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

		(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.
17.	Return of allotments	As regards all allotments made, from time to time, the Board shall comply with the provisions of the Act.
18.	Money due on shares to be a debt to the Company	The Money (if any) which the Board shall, on the allotment of any shares being made by them required or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inscription of the name of allottee in the Register of Members as the name of the holder of such shares become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
19.	Members or heir to pay unpaid amounts	Every Member or his heir’s executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time in accordance with the Company’s regulations require or fix for the payment thereof.
20.	Installments on shares to be duly paid	If by the conditions of allotment of any shares the whole or part of the amount or issue price thereof shall be payable in installments, every such installment shall, when due to be paid to the Company by the person who for the time being shall be the registered holder of the shares including his legal representatives, be deemed to be payable on the date fixed for payment and in the case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like and all other relevant provisions of the Articles shall apply as if such installments were a call duly made and notified as hereby provided.
21.	Commission for placing shares	(a) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. (b) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40 of the Act. (c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
22.	Liability of joint holders of shares.	The joint holders of Shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share but the person first named in the Register shall as regards notice at General Meetings, proxy, receipt of dividends or bonus, service of voting and all or any other matters connected with the Company, except the transfer of shares, be deemed the sole holder thereof.
23.	Number of joint holders	Not more than three persons shall be registered as joint-holders of any share.
24.	Right of joint holders	If any share stands in the name of two or more persons, the person first named in the Register shall, as regards receipt of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at General Meeting and the transfer of the shares, be deemed the sole holder thereof but the joint holders of a share shall severally as well as jointly be liable for the payment of all installment and calls due in respect of such share and for all incidents thereof according to the Company’s regulations.
25.	Certificates	(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —

		(a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. (ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a director and the company secretary, wherever the company has appointed a company secretary: Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate. (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. The provisions of this Article shall apply mutatis mutandis to debentures of the Company.
26.	Fully paid shares for consideration other than cash.	Subject to the provisions of the Act and these Articles, the Board may allot and issue shares in the capital of the Company as payment for any property sold or transferred or for service rendered to the Company in the conduct of its business or in satisfaction of any outstanding debt or obligation of the Company and any shares which may be so issued shall be deemed to be fully paid-up shares.
27.	Acceptance of shares	Any application signed by or on behalf of any applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles; and every person who thus or otherwise accepts any shares and whose name is therefore placed on the register shall, for the purposes of these Articles, be a Member.
28.	Issue of new certificate in place of one defaced, lost or destroyed	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Article shall be issued without payment of fees if the Board so decides, or on payment of such fees (not exceeding Rs.20/- for each certificate) as the Board shall prescribe. Provided that notwithstanding what is stated above the Board shall comply with such rules or regulations or requirements of any Stock Exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act, or rules applicable in this behalf. The provisions of this Article shall apply *mutatis mutandis* to debentures of the Company.
29.	Company not bound to recognize any interest in shares other than that of the registered holder	Except as ordered by a court of competent jurisdiction or as required by the Act or any other law for the time being in force, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any share, or any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holders thereof, but the Board may at its sole discretion register any share in the joint names of any two or more persons (but not exceeding 3 persons) of the survivor or survivors of them.
30.	Trust not recognized	Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in

		any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
31.	Right of nomination	Subject to the provisions of Section 72 of the Act, every holder of shares in, or holder of debentures of, the Company may, at any time, nominate a person to whom his shares in, or debentures of the Company shall vest in the event of his death.
32.	Limitation of time for issue of certificates	Every Member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Board so approves (upon paying such fee as the Board may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Board may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and such certificate shall be delivered to the person first named in the Register and such delivery shall be sufficient delivery to all such holders.
		V. LIEN
33.	Company's lien on shares	(i) The company shall have a first and paramount lien— (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share/ debenture; and (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. (i) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
34.	Notice to be given	The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
35.	Manner of sale	(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer. (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
36.	Application of Proceeds of the sale	(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

		(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
37.	Company's lien on debenture	The provisions of Article 33 to 37 shall apply mutatis mutandis to debentures of the Company.
		VI. CALL ON SHARES
38.	Calls	(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. (iii) A call may be revoked or postponed at the discretion of the Board.
39.	When call deemed to have been made.	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
40.	Liability of joint holders in a call	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
41.	Board to extend time to pay call:	The Board may from time to time at its discretion extend the time fixed for the payment of any call and may extend such time to all or any of the members. No member shall be entitled to such extension save as a matter of grace and favour.
42.	When interest on call or installment payable	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine. (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
43.	Amount payable at fixed time or by installments payable as call.	(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
44.	Partial payment not to preclude forfeiture	Neither a judgment nor a decree in favour of the Company, for call or other moneys due in respect of any share nor any part payment or satisfaction there under, nor the receipt by the company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares either by way of principal or interest, not any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.

45.	Evidence in action by Company against shareholders	On the trial or hearing of any action or suit for the recovery of money due for any call it shall be sufficient to prove that the name of the persons sued is or was when the claim arose, on the Register of Members of the Company as a holder or one of the holders of the number of shares in respect of which such claim is made, that the amount claimed is not entered as paid in the books of accounts of the Company that the resolution making the call is duly recorded in the minute book of the Company and that the notice of such call was duly given to the person sued, in pursuance of these presents, and it shall not be necessary to prove the appointment of the Directors who made such call or any other matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debts.
46.	Payment of calls in advance	The Board— (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance. Provided that the money made in advance of calls shall not confer a right to participate in profits or dividends. The Board may at any time repay the amounts so advanced. The Members shall not be entitled to any voting rights in respect of the monies so paid by them until the same would, but for such payment become presently payable. The provisions of these Articles shall apply mutatis mutandis to the calls on debentures of the Company.
47.	Payment of dividend in proportion to amount paid-up.	Every Member shall be entitled to receive dividends in proportion to the amount paid-up on each share where a larger amount is paid up on some shares than on others.
		VII. FORFEITURE OF SHARES
48.	If call or installment not paid notice may be given	If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
	Form of notice	The notice aforesaid shall— (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited..
	If notice not complied with, shares may be forfeited.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
	Notice after forfeiture	When any shares shall have been so forfeited notice of the resolution shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture with the date thereof shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
49.	Forfeited shares become property of Company	A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. Any share so forfeited shall be deemed to

		be the property of the Company and the Board may sell, re-allot or otherwise dispose of the same in such a manner as they think fit.
50.	Power to annul forfeiture	At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
51.	Arrears to be paid not withstanding forfeiture	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. (ii)The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
52.	Effect of forfeiture	The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share and all other rights incident to the share except such of those rights as by these Articles are expressly saved.
53.	Evidence of forfeiture	A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
54.	Effecting sale of shares	(i) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; (ii) The transferee shall thereupon be registered as the holder of the share; and (iii) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
55.	Certificates of forfeited shares to be void	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.
56.	Non-payment of any sum which, by the terms of issue of a share	The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
		VIII. TRANSFER OF SHARES
57.	Transfer of shares	(a) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. (c) Nothing in these Articles shall prohibit a holder of any shares or securities of the Company from undertaking a mortgage, pledge or assignment of, or creating any other security interest over, such shares or securities, in compliance with applicable law.
58.	Endorsement of Transfer	In respect of any transfer of shares registered in accordance with the provision of these Articles, the Board may, at their discretion direct an endorsement of the transfer and the name of the transferee and other particulars, on the existing share certificate and authorize any Director or officer of the company to authenticate such endorsement on behalf of the company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

59.	Rejection of transfer	The Board may, subject to the right of appeal conferred by section 58 decline to register— (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; (b) any transfer of shares on which the company has a lien; or (c) any transfer not in accordance with the provisions of these Articles
60.	Instrument of Transfer	The Board may decline to recognise any instrument of transfer unless— (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
61.	Suspension of Registration	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
62.	Compliance with rules, regulations and requirements of stock exchanges, etc.	The Company shall comply with the rules, regulations and requirements of the Stock Exchange or the rules made under the Act, or the rules made under the Securities Contracts (Regulation) Act, 1956 or any other law or rules applicable, relating to the transfer or transmission of shares or debentures.
		IX. TRANSMISSION OF SHARES
63.	Title to the shares of a deceased member	(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares. Provided however, that if the deceased Member was a Member of a joint Hindu family and the Board on being satisfied that the shares standing in such name in fact belonged to the joint family may recognize the survivor or the Karta thereof as having title to the shares registered in the name of such Members. In any case it shall be lawful for the Board in their absolute discretion to dispense with production of probate or letter of administration or other legal representation upon such terms as to indemnity or otherwise as the Board may deem expedient and justified. (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
64.	Registration of transmission	(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either— (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. (ii) The Board shall, in either case, have the same right to decline or suspend registration, as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
65.	Registration as member	(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

		(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
66.	Rights on Transmission	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
		X. CAPITALISATION OF PROFITS
67.	Capitalization of profit	(i) The company in general meeting may, upon the recommendation of the Board, resolve— (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Act and these Articles, either in or towards— (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
68.	Procedure	(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall— (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have power—

		(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid- up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; (iii) Any agreement made under such authority shall be effective and binding on such members.
69.	Surplus Money	A General Meeting may resolve that any surplus money arising from the realization of any capital assets of the Company or any investment representing the same, or any other undistributed profits of the Company not subject to charge for income-tax be distributed among the Members on the footing that they receive the same as capital.
70.	Equitable Interest not be recognized	The Company shall not be bound by or recognize any equitable, contingent, future or partial interest in any fractional part of a share or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirely thereof as the registered holder.
		XI. BUY-BACK OF SHARES
71.	Buy-Back	Subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, and these Articles, the company may purchase its own shares or other specified securities.
		XII. BORROWING POWERS

72.	Powers of the Board with regard to borrowing	The Board may from time to time but with such consent of the Company in General Meeting, as may be required under Section 180 of the Act raise any money or sums of money for the purpose of the Company *provided that* the moneys to be borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not without the sanction of the Company exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose and in particular, but subject to the provisions of Section 180 of the Act and /or other applicable provisions of the Act and /or Securities and Exchange Board of India guidelines and of all other applicable laws, rules / regulations, and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, by the issue of debentures perpetual or otherwise including debentures convertible into shares of this or any other Company or perpetual annuities, Foreign Currency Convertible Bonds, American Depository Receipts, Global Depository Receipts, Warrants, and other instruments with or without option to convert into equity shares having or not having voting / special rights, whether attached to any securities or otherwise, and such other securities and instruments as may be permissible in law and/or by way External Commercial Borrowings or otherwise and in security of any such money so borrowed, raised or received mortgage pledge or charge, the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely in trust and give the lenders powers of sale and other powers as may be expedient and to purchase redeem or pay off any such securities. Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount up to which the Board may borrow moneys. The Board may by a resolution at its meeting delegate the above power to borrow money otherwise than on debentures to a Committee of Directors or the Managing Director, if any, within the limits prescribed. Subject to the provisions of this Article, the Board may, from time to time, at their discretion, raise or borrow, secure the repayment of any sum or sums of money for the purpose of the Company, from time to time and in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by opening current accounts or by receiving deposits and advances with or without security, or by the issue of bonds, perpetual or redeemable debentures or debenture stock (both present and future of the Company) including the uncalled capital for the time being of the Company.
73.	Securities may be assignable free from equities	Debentures, debenture-stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
74.	Charge of uncalled capital	If any uncalled share capital of the Company is included in or charged by any other security the Board may, by instrument under the Company's seal, to make calls on the Members in respect of such uncalled capital and the provision herein before contained in regard to calls, shall, apply mutatis mutandis to calls made under such authority, and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Boards power or otherwise and shall be assignable if expressed so to be.
		XIII. GENERAL MEETINGS
75.	General Meetings	All general meetings other than annual general meeting shall be called extraordinary general meeting.
76.	When Annual General Meeting to be held	In addition to any other meeting, General Meetings of the Company shall be held within such intervals as are specified in Section 96 of the Act and subject to the provisions of Section 96 of the Act and these Articles, at such times and places as may be determined by the Board. Each such General Meeting shall be

		called an “Annual General Meeting” and shall be specified as such in the notice convening the meeting.
77.	When other General Meeting to be called	(i)The Board may, whenever they think fit and they shall, either sue moto or on the requisition of the holders of not less than one-tenth of the paid up capital of the Company as at the date carries right of voting in regard to the matter in respect of which the requisition is made, forthwith proceed to convene an Extraordinary General Meeting of the Company and in the case of such requisition the provisions of Section 100 of the Act shall apply. (ii) If at any time Director capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
78.	Circulation of Members' Resolutions	The Company shall comply with the provisions of Section 111 of the Act and these Articles as to giving notice of resolutions and circulating statements on the requisition of Members.
79.	Notice of Meeting	Save as provided in first proviso to sub-section (1) of Section 101 of the Act, not less than 21 clear days' notice shall be given for every General Meeting of the Company. Notice of every General Meeting of the Company shall be given to: a. every member of the company, legal representative of any deceased member or the assignee of an insolvent member; b. the auditor or auditors of the company; and c. every director of the company. The accidental omission to give any such notice to or the non-receipt by any Member or other person to whom it should be given shall not invalidate the proceeding of the General Meeting.
80.	Meeting by shorter notices	Notwithstanding anything contained in the preceding clauses, with the consent in writing a General Meeting may be called after giving shorter notice, in the case of an Annual General Meeting b by not less than ninty-five per cent. of the members entitled to vote thereat and, in the case of any other General Meeting, majority in number of members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting.
81.	Explanatory statement	Section 102 of the Act relating to explanatory statement to be annexed to notice of a General Meeting, shall apply to the Company.
		XIV. PROCEEDINGS AT GENERAL MEETINGS
82.	Quorum	(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 of the Act. (iii) A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act. .
83.	Chairman of General Meeting	(i) The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company. (ii) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.

		(iii) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
84.	When quorum is not present General Meeting to be dissolved and when to be adjourned	If within half an hour from the time appointed for the General Meeting a quorum is not present the General Meeting if convened upon such requisition as aforesaid shall stand cancelled, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; provided that in case of an adjourned meeting or of a change of day, time or place of meeting, the company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated or and if at such adjourned General Meeting a quorum is not present within half an hour from the time for the said General Meeting, those Members present shall be a quorum and may transact the business for which the General Meeting was called.
85.	What is to be evidence of the passing of resolution where poll not demanded	At any General Meeting, unless a poll is demanded in conformity with Section 109 of the Act, a declaration by the Chairman that a resolution has, on a show of hands been carried, or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book, should be conclusive evidence of the fact without proof of number or proportion of votes recorded in favor of or against the resolution.
86.	Poll, Postal Ballot and Scrutineers at poll	If a poll is demanded as aforesaid, it shall be taken subject to provisions of the Act as such in the same manner and at such time and place as the Chairman of the General Meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. The demand of the poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same and such determination made in good faith shall be final and conclusive. Notwithstanding anything contained in these Articles, in addition to the existing methods, the Company do adopt the mode of passing the resolution by its Members by means of a postal ballot including voting by electronic mode and/or any other means as may be prescribed by the Central Government in this behalf in respect of the following matters instead of transacting such business in a General Meeting of the Company. (a) Any business that can be transacted by the Company in General Meeting; or (b) Resolutions relating to such business as the Central Government, by notification, in this behalf declare to be conducted only by postal ballot. The Company shall comply with the procedure for such postal ballot and/or other methods prescribed by the Central Government or any other statutory authority from time to time. The provisions of the Act, relating to Scrutineers at poll, shall apply to the Company.
87.	In what case poll taken without adjournment.	Any poll duly demanded on the election of Chairman of General Meeting or any question of adjournment shall forthwith be taken at the General Meeting without adjournment.
88.	Business may proceed not withstanding demand of poll	The demand for poll except on the question of election of Chairman and of an adjournment shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which the poll has been demanded.
89.	Special Notice	Where by any provision contained in the Act or in these Articles, special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company not less than 14 days before the General Meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the General Meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it give its Members notice of the resolution in the same manner

		as it was given notice of the General Meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the General Meeting.
		XV. ADJOURNMENT OF MEETING
90.	Power to adjourn General Meeting	The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as nearly as may be in the case of an original meeting. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
		XVI. VOTING RIGHTS
91.	Votes of Members	Subject to any rights or restrictions for the time being attached to any class or classes of shares, — (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company. Provided that the holders of preference shares shall not be entitled to vote unless a resolution is proposed affecting rights or privileges of the holders of preference shares. A Member is not prohibited from exercising his voting rights on the ground that he had not held his shares or interest in the Company for any specified period preceding the date on which the vote is taken.
92.	Votes in respect of shares of deceased or insolvent Members	Any person entitled under the preceding Articles regarding transmission of shares to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such shares, provided that 48 hours at least before the time of holding the General Meeting or adjourned General Meeting as the case may be at which he proposes to vote, he shall satisfy the Board of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such General Meeting in respect thereof.
93.	Vote in case of lunacy	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
94.	Joint holders of any share	(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members. (iii) Several executor or administrators of a deceased Member in whose name any share stands shall for the purpose of this Article be deemed joint-holders thereof. executors
95.	E-voting	A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Act and shall vote only once.
96.	Unpaid Calls/sums	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

97.	Objection	(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive..
98.	Pending matters	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
		XVII. PROXY
99.	Proxy permitted	Votes may be given either personally or by power of proxy/representative to vote or by a duly authorized representative under Section 113 of the Act in case of a body corporate.
100.	Instruments appointing Proxy	(i) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105 of the Act. (ii) Any person may be appointed as a proxy and need not be a Member of the Company or qualified to vote save that body corporate being a Member of the Company may appoint its proxy any officer of such body corporate whether Member of the Company or not.
101.	Instrument appointing a proxy to be deposited at the Office	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
102.	When vote shall be valid though authority revoked	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used. Provided never the less that the Chairman of any General Meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.
103.	Restriction on voting	No Member shall be entitled to be present or to vote on any question either personally or by proxy or as proxy for another Member at any General Meeting or upon a poll or to be reckoned in a quorum whilst any call or other sum payable to the Company in respect of any of the shares of such Member shall remain unpaid, and no Member shall be entitled to be present or to vote at any General Meeting in respect of any share that he has acquired by transfer unless his name is entered as the registered holder of the share in respect of which he claims to vote, but this shall not affect shares acquired under a testamentary disposition or by succession to an intestate or under an insolvency or liquidation.
104.	Representation of a body corporate	Subject to provision of Section 113 of the Act, A body corporate (whether a company within the meaning of the Act or not) may, if it is Member or creditor of the Company (including a holder of debentures), authorize such person as it thinks fit, by a resolution of its board of directors or other governing Body, of its applicable internal procedures to act as its representatives at any General Meeting of the Company or any class of Members of the Company or at any General Meeting of the creditors of the Company or debenture holders of the Company. A person authorized by resolution or its applicable internal resolution as aforesaid shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate, which he represents as that body corporate, could exercise if it were an individual Member, creditor or holder of debentures of the Company. The production of a copy of the resolution or other certification of its applicable internal procedures referred above, certified by a Director or the Secretary or other officer of such body

		corporate before the commencement of the General Meeting shall be accepted by the Company as sufficient evidence of the validity of the said representatives' appointment and his right to vote thereat.
105.	Rights of Members to use votes differently.	On a poll taken at the General Meeting of the Company a Member entitled to more than one vote or his proxy, or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
106.	No proxy to vote on a show of hands.	No proxy shall be entitled to vote on a show of hands.
107.	Time for objection to vote	No objection shall be made to the qualification of any voter or to the validity of a vote except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the General Meeting.
108.	Chairman of any General Meeting to be the judge of validity of any vote/poll	The Chairman of any General Meeting shall be the sole judge of the validity of every vote tendered at such General Meeting. The Chairman present at the taking of the poll shall be the sole judge of validity of every vote tendered at such poll. The decision of the Chairman shall be final, and conclusive.
		XVIII. BOARD OF DIRECTORS
109.	Board's maximum strength	Unless otherwise determined by General Meeting, the number of Directors shall not be less than three and not more than Twenty.
110.	First Directors	The First Directors of the Company are: 1. Sri Grandhi Mallikarjuna Rao 2. Sri Sure Suryanarayana Murthy 3. Sri Boda Venkata Nageswara Rao 4. Sri Koti Venkata Varaha Rao 5. Sri Bommidala Srinivas
111.	Power of Board to appoint Additional Directors	Subject to the provisions of Section 149 & 161 of the Act and these Articles, the Board shall have power at any time and from time to time to appoint any person as a Director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting of the Company and shall then be eligible for re-election.
112.	Qualification Shares not required	A director shall not be required to hold any qualification shares.
113.	Director's fees and re-imbursement of expenses	(i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. (ii) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the company.
114.	Foreign Register	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.
115.	Cheques, promissory notes, drafts, hundis, bills of exchange etc.	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may

		be, by such person and in such manner as the Board shall from time to time by resolution determine.
		XIX. Proceedings of the Board
116.	Board Meetings	Subject to the provisions of the applicable Law, the GIL Board shall be responsible for the management of GIL. The approval of the Shareholders shall be obtained for such matters as may be required under applicable Law or pursuant to these Articles.
117.	Decisions	Save as otherwise expressly provided in the Act, and subject to the provisions of these Articles, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
118.	Board may act notwithstanding vacancy	The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act and these Articles for a meeting of the Board, the continuing Directors or director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
119.	Vacation of Office of the Director	The Office of a Director shall be deemed to have been vacated under the circumstances enumerated under Section 167 of the Act .
120.	Director may contract with the Company	Subject to the provisions of the Act and these Articles, Directors including the Managing Director, if any shall not be disqualified by reason of their office contracting with the Company either as vendor purchaser, lender, agent, broker, or otherwise and shall not apply to any contract or arrangement entered into by or on behalf of the Company with any Director or the Managing Director or with any company or partnership of or in which any Director or Managing Director shall be a member or otherwise interested nor shall any Director or the Managing Director, so contracting or being such member or so interested be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director or the Managing Director holding that office or of the fiduciary relation thereby established, but the nature of the interest must be disclosed by him or them at the meeting of the Board at which the contract or arrangement is determined on, if the interest then exists or in any other case at the meeting of the Board after the acquisition of the interest.
121.	Disclosure of a Director's interest	Every Director who is in any way whether directly or indirectly, concerned or interested in any contract or arrangement, entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board as required by Section 184 of the Act.
122.	Which Directors to retire	The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment but as between persons who became Directors on the same day those to retire shall in default of being subject to any agreement among themselves, be determined by lot.
123.	Retiring Director to remain in office till successors appointed	Subject to the provisions of the Act and these Articles, if at any meeting at which an election of Directors ought to take place, the place of the vacating Director(s) is not filled up and the meeting has not expressly resolved not to fill up the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place or if that day is a public holiday till the next succeeding day which is not a public holiday at the same time and place, and if at the adjourned meeting the place of the retiring Director(s) is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the retiring Director(s) or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned Meeting.

124.	Increase or reduction in the number of Directors	Subject to the provisions of the Act and these Articles, the Company in General Meeting may by ordinary resolution increase or reduce the number of its Directors within the limits fixed by these Articles.
125.	General Meeting to fill up vacancies	Subject to the provisions of the Act and these Articles, the Company at the Annual General Meeting at which a Director retires by rotation in manner aforesaid may fill up the vacated office by appointing the retiring Director or some other person thereto. If the place of the retiring Director is not so filled up and the General Meeting has not expressly resolved not to fill the vacancy, the General Meeting shall stand adjourned till the same day in the next week at the same time and place or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place. If at the adjourned General Meeting also, the place of the retiring Director is not filled up, the retiring Director shall be deemed to have been re-appointed at the adjourned General Meeting unless: (a) At the General Meeting or at the previous General Meeting a resolution for the re-appointment of such Director has been put to the vote and lost; (b) The retiring Director has by notice in writing addressed to the Company or the Board of Directors expressed his unwillingness to be re-appointed; (c) He is not qualified or is disqualified for appointment; (d) A resolution, whether special or ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or (e) The provisions of Section 162 are applicable to the case.
126.	Power to remove Director by ordinary resolution on special notice	The Company may, subject to the provisions of Section 169 of the Act and these Articles, by ordinary resolution, of which special notice has been given, remove any Director before the expiration of his period of office and may, by ordinary resolution of which Special Notice has been given appoint another person in his stead, if the Director so removed was appointed by the Company in General Meeting or by the Board. The person so appointed shall hold office until the date up to which his predecessor would have held office if he had not been so removed. If the vacancy created by the removal of a Director under the provision of this Article is not so filled by the General Meeting at which he is removed, the Board may at any time thereafter, fill such vacancy.
127.	Board may fill up casual vacancies	Subject to the provisions of the Act and these Articles, any casual vacancy occurring in the Board of Directors may be filled up by the Directors, and the person so appointed shall hold office upto the date upto which Director in whose place he is appointed would have held office if it had not been vacated as aforesaid.
128.	When Candidate for office of Director must give notice	Subject to the provisions of the Act and these Articles, no person not being a retiring Director shall be eligible for appointment to the office of the Director at any General Meeting unless he or some Member intending to propose him has, not less than 14 days before the General Meeting, left at the Registered Office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for that office, as the case may be. The Company shall inform its Members of the candidature of a person for the office of Director or the intention of a Member to propose such person as a candidate for that office, by serving individual notices on the Members not less than seven days before the General Meeting provided that it shall not be necessary for the Company to serve individual notice upon the Members as aforesaid if the Company advertise such candidature or intention not less than seven days before the General Meeting in at least two newspapers circulating in the place where the Registered Office of the Company is located, of which one is published in the English language and the other in the regional language of that place.
129.	Director elected by minority shareholders	The Company may have a director elected by minority shareholders in such manner as may be prescribed in this behalf by the government or any other statutory authority from time to time.

130.	Alternate Directors	i. Subject to the provisions of the Act and these Articles, the Board may appoint an alternate Director to a Director who is not present in India for a period of not less than three months. No Person shall be appointed as an alternate Director for an independent Director unless he is qualified to be appointed as an independent Director under the provisions of the Act. ii. An alternate Director appointed shall vacate office the office if and when the director in whose place he has been appointed returns to India. iii. If the term of office of the original Director is determined before he so returns to that State, any provision in the Act or in these Articles for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the original Director, and not to the alternate Director. iv. An alternate Director shall not hold office as such for a longer period than that permissible to the original Director in whose place he has been appointed.
131.	Meeting of Directors	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
132.	Resolution by circulation	Subject to the provisions of Section 175 of the Act and these Articles, a resolution by circulation signed by the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
133.	Nominee Directors	a) So Long as any moneys remain owing by the Company to any All India Financial Institutions, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company controlled by Reserve bank of India or any such Company from whom the Company has borrowed for the purpose of carrying on its objects by themselves and each of the above has granted any loans / or subscribes to the Debentures of the Company or so long as any of the aforementioned companies or financial institutions holds or continues to hold debentures /shares in the company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished by the Corporation or financial institution on behalf of the Company remains outstanding the corporation shall have a right to appoint form time to time any person or persons as a Director or Directors whole time or non whole time (which Director or Director/s is/are hereinafter referred to as "Nominee Directors/s) on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s). b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the company. c) The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds or continues to hold Debentures/shares in the company as result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall it so fact vacate such office immediately the moneys owing by the Company to the Corporation are paid off or in the corporation ceasing to hold Debentures/Shares in the Company or on the satisfaction of the liability of the company arising out of the guarantee furnished by the Corporation.

		d) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the Meetings of the Committee of which Nominee Director(s) is/are member(s) as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes. e) The Company shall pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s for attending the meetings of the company, the same shall be reimbursed to the Corporation or the nominee Director, by the company. f) Provided that if any such Nominee Director/s an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall also accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. g) Provided also that in the event of the Nominee Director/s being appointed as whole time Director/s, such Nominee Director(s) shall exercise such powers and duties as may be approved by the Corporation and have such rights as the usually exercised or available to a whole time Director in the management of the affairs of the Company. Such whole time Director/s shall be entitled to receive such remuneration commission and monies as may be approved by the Corporation. h) The Board of Directors have power to appoint the person nominated by the debenture trustee(s) in terms of clause € of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors:
134.	Election of Chairman of Board	The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.
135.	Power to appoint Committees and to delegate powers	The Board may, subject to the provisions of the Act and these Articles, from time to time, delegate any of its powers to a committee consisting of such members or members of its body as it thinks fit, and may from time to time, revoke such delegation. Any committee so formed shall, in the exercise of the powers so delegated, confirm to any regulations that may from time to time be imposed upon it by the Board.
136.	Chairperson of Committee	Subject to provisions of these Articles, (i) a committee may elect a Chairperson of its meetings; and (ii) if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
137.	Proceedings of Committee	(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes.
138.	A resolution in writing	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

139.	Validity of Acts done by Board or a Committee	All Acts done by any meeting of the Board or a committee thereof, or by any person Acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person Acting as aforesaid or that they or any of them were disqualified be as valid as if even such Director or such person has been duly appointed and was qualified to be a Director.
140.	When acts of a Director valid not withstanding defective appointment etc.	Acts done by a person as a Director shall be valid not withstanding that it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provisions contained in the act or in these Articles. Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
141.	Eligibility for re-election	A retiring Director shall be eligible for re-election, in accordance with the provisions of the Act and other applicable law.
		XX. POWERS OF THE BOARD
142.	General power of Company vested in the Board	Subject to the provisions of the Act and these Articles, the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do. The Board shall be entitled to pay all expenses incidental to the formation of the Company and in particular, expenses incurred by the promoters for the purpose. Provided that the Board shall not exercise any power or to do any act or thing which is directed or required whether by the Act or any other statute or by the Memorandum of the Company or by these Articles or otherwise, or be exercised or done by the Company in General Meeting. Provided further that in exercising any such power or doing any such act thing the Board shall be subject to the provisions contained in the Act or any other statute or in the Memorandum of the Company or in these Articles or in any regulations not inconsistent therewith, including regulations made by the Company in General Meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
		XXI. LOCAL MANAGEMENT
143.	Local Management	Subject to the provisions of the Act, the following regulations shall have effect: The Board may, from time to time, provide for the management of the affairs of the Company outside India (or in any specified locality in India) in such manner as it shall think fit and the provisions contained in the rest of this Article shall be without prejudice to the general powers conferred by this paragraph.
144.	Local Directorate delegation	The Board may from time to time and at any time, establish any Local Directorates or agencies for managing any of the affairs of the Company outside India, or in any specified locality in India, and may appoint any persons to be members of such Local Directorate or any managers or agents and may fix their remuneration and save as provided in the Act, the Board may, from time to time and at any time delegate to any person so appointed any of the powers, authorities and description for the time being vested in the Board and may authorize the members for the time being of any such Local Directorate or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms subject to such conditions as the Board may think fit and the Board may, at any time, remove any person so appointed and may annul or vary any such delegation.
145.	Power of Attorney	The Board may, at any time and from time to time, by way of resolution or power of attorney under Seal, appoint any persons to be the attorneys of the Company for such purposes and with such powers authorities and description (not exceeding those which may be delegated by the Board under the Act and these Articles) and for such period and subject to such conditions as the Board may from time to time, think fit, any such appointment may if the Board thinks fit,

		be made in favor of the members or any of the members of any Local Directorate established as aforesaid or in favor of any company or firm, or in favor of any fluctuating body of persons whether nominated directly or indirectly by the Board, and any such power-of-attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Board thinks fit.
146.	Seal for use abroad	The Company may exercise the powers conferred by the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Board and the Company may cause to be kept in any State or country outside India, as may be permitted by the Act a foreign register of Members or debenture holders resident in any such State or country and the Board may, from time to time, make such regulations as it may think fit respecting the keeping of any such foreign register, such regulations not being inconsistent with the provisions of the Act, and the Board may from time to time make such provisions as it may think fit relating there to and may comply with the requirements of any local law and shall in any case, comply with the provisions of the Act.
	Sub-delegation	Any such delegates or attorneys as aforesaid may be authorized by the Board to sub-delegate all or any of the powers, authorities and description for the time being vested in them.
		XXII. THE SEAL
147.	Seal	(i) The company shall have a Common Seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the seal. (ii) The Common seal shall not be affixed to any instrument except by the authority of a resolution of the Board or a Committee of Directors previously given and in the presence of any one Director or secretary or any other person authorised by the Board or Committee, who shall sign every such instrument to which the seal has been so affixed, provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company not withstanding any irregularity touching the authority of the Director to issue the same.
148.	Seal for use out of India	The Company may, as and when the Board so decides, have an official seal for each of such territories, districts or places out of India, as the Board may deem necessary. Each such official Seal shall be the facsimile of the Common Seal of the Company, with the addition on its face the name of the territory, district or place where it is to be used.
		XXIII. CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER
149.	Key Managerial Personnel	Subject to the provisions of the Act: (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Provided that a provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being

		done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
150.	Managing Director/Whole time Director	The Board may appoint any one or more of themselves to the office of the Managing Director/Whole time Directors, for such period at such remuneration and on such other terms and conditions as the Board thinks fit. The Managing Director shall be subject to the same provisions as to resignation and removal as the other Directors and he shall ipso facto and immediately cease to be a Managing Director if he ceased to hold the office of Director from any cause whatsoever.
151.	Power of the Managing Director/Whole time Director	The Managing Director/Whole time Director shall subject to the control and supervision of the Board of Directors have generally all powers of managing and supervising the Company's business and shall *inter alia* exercise and have the following powers and duties: (a) To manage generally all concerns and affairs of the Company, to order for the supply of goods, machinery, labor and all things necessary for the Company on its behalf, to sanction payment of bills to appoint and employ on such terms and conditions as he thinks proper, manager, secretaries, under secretaries, superintendents, inspectors, engineers overseers, contractors, clerks, foremen, and other officer and labor hands, agents, organizers, brokers, canvassers and other persons for the purpose of the Company or to remove or dismiss them and appoint others in their place and to pay the persons so appointed or employed such salaries allowances, wages, commissions, traveling expenses, contribution to provident fund or other remuneration as he may deem proper and fit. (b) To receive all payments on behalf of the Company and to receive and sign all letters money orders registered or insured packets and covers, book-posts, telegrams, consignments, and parcels of all descriptions and the like forwarded to the Company and to carry on and sign all correspondences of the Company. (c) To pay the costs, charges and expenses, preliminary and incidental for the promotion, formation, establishment, carrying on, running and registration of the Company and for taking licenses from municipality or corporation or from the Government, Central or provincial for the Company, if necessary (d) To receive all expenses incurred, advanced by him for the aforesaid or any other purposes or business from the funds of the Company provided the Board sanctions such reimbursement. (e) To sign cheques, drafts, certificates, bonds, hundies and other documents on behalf of the Company. (f) To give effectual receipts and discharges of all kinds of payments either in the shape of claim interest rent, profit and other payments and dues and for non-payments for any debts, money, rent due or breaches of any covenant, agreement or condition, to take proceedings, civil, criminal or otherwise for recovery of such debts, money, rent, dues damages compensation in respect of such breaches or otherwise. (g) To settle, start, defend, adjust, compound submit to arbitration and compromise withdraw all actions, accounts, claims, and demands whether arising in any legal proceeding or not. (h) To appear and conduct cases for the Company in all courts of justice, civil criminal and revenue before any executive, judicial, revenue, forest, police, postal, excise, income-tax, railway, steamer, telegraph, municipal, government or military departments, district board, local board, union board, or other officers in any action or proceedings or matters in which the Company is interested, with a view to promote, benefit, safeguard, or defend its interest or settle or compromise or compound take action or judgment against the Company or to vote in any municipal corporation, district board, union board, or legislative bodies, electric matters on behalf of the Company. (i) To admit execution of documents before any district registrar, sub registrar of assurances, registrar of co-operative societies and to get basic documents from the offices of the aforesaid officers and to conduct or defend any case before them.

		(j) To sign and verify written statements, petitions pleadings, compromises, vakalatnama, warrants of attorneys, muktearnamas, and agents names in all courts civil, criminal or revenue and to pay their fees, charges and or other legal expenses and law charges and costs. (k) With the sanction of the Board to deposit any money in and withdraw money from all treasuries, banks, and any other person or persons for and on behalf of the Company. (l) To execute and do in the name of the Company all deeds and things for the welfare of the Company. (m) With the sanction of the Board to institute suits including those for libel, defamation, or infringement or any right concerning the Company. (n) To grant and/or revoke any power of attorney general or special on behalf of the Company to any person or persons as he may think fit and proper in the best interest of the Company. (o) To execute and do in the name of and for and on behalf of the Company all things and deeds and documents as the Board may authorize him to do. (p) To keep under his care and safe custody all papers valuable securities and properties of the Company. (q) Subject to the approval of the Board to borrow or raise by loan or otherwise any sum as is required for the conduct of the business of the Company. (r) To do all acts, things and executions necessary for the day to day management of the company and in the interest of the company, subject to authorization of the same by the Board or by a General Meeting of members, wherever such authorization is required as per the provisions of the Act or any other statute (s) To delegate the authority/power exercised by him, to any person, unless it is specifically prohibited.
		XXIV. MINUTES
152.	Minutes of the meeting(s)	(1) The minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board or of every committee kept in accordance with the provisions of Section 118 of the Act shall be evidence of the proceedings recorded therein.
		(2) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereof.
		(3) All the appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
		(4) In the case of a meeting of the Board or of a committee of the Board the minutes shall contain: i the names of the Directors present at the meeting; ii in the case of each resolution passed at the meeting the names of the Directors, if any, dissenting from or not concurring in the resolution.
		(5) Nothing contained in clauses (1) to (5) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting: i is or could reasonably be regarded as defamatory of any person; ii is irrelevant or immaterial to the proceeding; or iii detrimental to the interests of the Company. The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this sub-clause.
		(6) Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Act

		until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.
		XXV. DIVIDEND & RESERVES
153.	Dividend to be declared in General Meeting	The Company in General Meeting may declare dividends to be paid to the Members according to their respective right and interest in the profits. No dividend shall exceed the amount recommended by the Board.
154.	Interim dividends	Subject to the provisions of section 123 of the Act and these Articles, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
155.	Reserve	Subject to the provisions of these Articles, the Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit; and the Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
156.	Amount of Dividend	(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
157.	Deductions	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
158.	Mode of Payment	(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. (iii) The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission or for any dividend lost, to the Member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.
159.	Notice	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
160.	Interest	No dividend shall bear interest against the company.

161.	Dividends out of profit only	No dividend shall be paid otherwise than out of the profits of the Company arrived at in the manner provided for in the Act. The declaration of the Board as to the net profits of the Company shall be conclusive.
162.	Debts may be deducted	The Board may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
163.	Capital paid up in advance at interest not to earn dividend	Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right, to dividend or to participate in profits.
164.	Dividends in proportion to amount paid up.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms, providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.
		No Member to receive dividend whilst indebted to the Company and the Company's right of reimbursement thereof.
		No Member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however either alone or jointly with any other person or persons) and the Board may deduct from the interest or dividend to any Member all such sums of money so due from him to the Company.
165.	Effect of transfer of shares	A transfer of shares shall not pass the right to any dividend declared therein before the registration of the transfer.
166.	Dividend to joint holders	Any one of several persons who are registered as joint holders of any share may give effectual receipts for any dividends or bonuses or other monies payable in respect of such share.
		A person entitled to a share by transmission shall subject to the right of the Board, retain such dividends or money as is hereafter provided be entitled to receive dividend without being registered as a Member and may give a discharge for any dividends or other moneys payable in respect of the share.
167.	Dividend to be paid within time prescribed by the Act.	The Company shall pay the dividend or send the warrant in respect thereof to the shareholders entitled to the payment of dividend, within the time prescribed by the Act, from the date of the declaration unless: i where the dividend could not be paid by reason of the operation of any law; ii where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; iii where there is a dispute regarding the right to receive the dividend; iv where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder, or v where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.
168.	Unclaimed dividend	No unclaimed dividend shall be forfeited by the Board and the Board shall comply with provisions of the Act, as regards unclaimed dividends.
169.	No interest on dividends	Subject to the provisions of the Act no dividend shall bear interest as against the Company.
170.	Dividends in cash	No dividend shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or paying up any

		amount for the time being unpaid on any shares held by Members of the Company.
		XXVI. REGISTERS AND DOCUMENTS
171.	Inspection of Registers	The minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken there from and copies thereof may be required by any Member of the Company in the same manner to the same extent and on payment of the same fees as in case of the Register of Members of the Company, provided for in the Act. Copies of entries in these Registers shall be furnished to the persons entitled to the same on such days and during such business hours as may consistently be determined by the provisions of the Act.
172.	Buy back of shares	Subject to the provisions of Sections 68 to 70 and any other applicable provisions of the Act or any rules framed thereunder and these Articles, the Company may, subject to approval and consent requirements under the Act and other applicable law, as well as compliance therewith, purchase its own Shares or other Securities, as it may consider necessary.
173.	Sweat Equity	The Company may issue sweat equity shares subject to the provisions of Section 54 of the Act and any other related provisions as may be required for the time being in force.
		XXVII. DEMATERIALIZATION OF SECURITIES
174.	Dematerialization of securities	Notwithstanding anything contained in the Articles, the Company shall be entitled to dematerialize its securities, rematerialize its securities held by the depositories and/or to offer its fresh securities in the dematerialized form pursuant to the Depositories Act, 1996 and the rules framed there under, if any.
175.	Option given to investors	Every person shall have the option to hold the securities with a Depository. Such a person who is a beneficial owner of the securities can at any time opt out of a Depository in respect of such security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificate of securities.
		If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.
176.	Securities in Depository to be in fungible form	All securities held by a Depository shall be dematerialized and shall be in fungible form. No certificate shall be issued for the securities held by the Depository.
177.	Voting rights of Depository and beneficial owner	Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Shares on behalf of the beneficial owner.
		Save as otherwise provided here in above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it.
		Every person holding securities and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a Member of the Company. The beneficial owner shall be entitled to all the rights and benefits and shall be subject to all the liabilities in respect of such of his securities that are held by the Depository.
178.	Allotment of securities by the Depository	Notwithstanding anything contained in the Act or the Articles, where the Depository holds the securities, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.
179.	Register and Index of beneficial owners	The register and index of beneficial owners maintained by the Depository under the Depositories Act shall be deemed to be the Register and Index of Members and security holders for the purpose of these Articles.

		The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Act and the Depositories Act, with details of shares held in physical and dematerialized form in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any state or country outside India a branch register of members resident in that state or country.
180.	Transfer of securities	Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.
181.	Beneficial owner deemed as absolute owner	Except as ordered by the Court of competent jurisdiction or by law required the Company shall be entitled to treat the person whose name appears on the register of members as the holders of any share or whose name appears as the beneficial owner of the shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami. Trust Equity, equitable contingent, future, partial interest other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them.
182.	Cancellation of Certificates upon surrender by person	Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record the name of the depository as the Registered owner in respect of the said securities and shall also inform the Depository accordingly.
183.	Service of documents	Notwithstanding anything contained in the Act, or these Articles, to the contrary, where securities are held in a depository, the record of the beneficial ownership may be served by such depository on the company by means of hard copies or through Electronic mode or by delivery of floppies or discs.
184.	Distinctive number of securities held in a depository	The shares in the capital shall be numbered progressively according to their several denomination, provided, however that the provisions relating to progressive numbering shall not apply to the share of the Company which are Dematerialized from. Except in the manner provided under the Articles, no share shall be sub-divided. Every forfeited or surrendered share be held in material form shall continue to bear the number by which the same was originally distinguished.
185.	Provisions of Articles to apply to shares held in depository	Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provision of Depository Act, 1996.
186.	Depository to furnish information	Every Depository shall furnish to the Company Information about the transfer of securities in the name of the beneficial owner at such intervals and in such manner as may be specified by laws and the company in that behalf.
187.	Option to opt out in respect of any such security	If a beneficial owner seeks to opt out of a Depository in respect of any security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (Thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the beneficial owner or the transferee as the case may be.

		XXVIII.ACCOUNTS
188.	Books of Accounts	(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being Directors. (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
		XXIX. AUDIT
189.	Accounts to be audited annually	Once at least in every year one or more Auditor(s) shall examine the books of account of the Company.
		XXX. SERVICE OF DOCUMENTS AND NOTICE
190.	How document is served on the members	a) A document (which expression for this purpose shall include and be deemed to include any summons, notice requisition, process order, judgment or any other document in relation to or in winding up of the Company (may be served or sent to the Company) on or to any member either personally or by sending it by post to his registered address or (if he has no registered address in India) to the address if any within India provided by him to the Company to give the notice to him or by email or such mode as may be permitted under the Act. b) All notices shall, with respect to any registered share to which persons are entitled jointly, be given to whichever of such persons who is named first in the Registered notice so given shall be sufficient notice to all the holders of such share. c) Where a document is send by post: (i) Service thereof shall be deemed to be effected by properly addressing paying and posting a letter containing the notice provided that where a member has intimated to the company in advance that documents should be sent to him under a certificate of posting or by registered post without acknowledgement due and has deposited with the Company a sum sufficient to defray expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member. (ii) Unless the contrary is provided, such service shall be deemed to have been effected. (iii) In the case of a notice of a meeting, at the expiration of forty-eight hours the letter containing the notice is posted. d) In any other case, at the time at which the letter would be delivered in ordinary course of post.
191.	Members to notify address in India:	Each registered holder of shares from time to time notify in writing to the Company so place in India to be registered as his address and such registered place of address shall for all purposes be deemed his place of residence.
192.	Service on members having no registered address:	If a member has no registered address in India, and has not supplied to the Company an address within India, for giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of Registered Office of the Company shall be deemed to be duly served to him on the day of which the advertisement appears.
193.	Service on persons acquiring shares on death or insolvency of members:	A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the

		persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death insolvency had not occurred.
		XXXI. AUTHENTICATION OF DOCUMENTS
194.	Authentication of documents and proceedings	Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by any KMP or an officer or an employee of the Company duly authorized by the Board.
		XXXII. SECRECY
195.	Affairs of the Company to be kept secret	No shareholder or other person shall be entitled to visit or inspect the Company's Registered Office or place of business without the permission of the Managing Director, or any other Director in the absence of a Managing Director, or to require discovery of any information respecting any details of the Company's trading or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of business of the Company and which in the opinion of the Managing Director or the Directors it will be inexpedient in the interests of the Company to communicate to the public.
		XXXIII. WINDING UP
196.	Winding-up	Subject to the provisions of Chapter XX of the Act and rules made thereunder— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
197.	Distribution of assets	If the Company shall be wound up, and the assets available for distribution among the Members as such are insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively. And if in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the paid up capital at the commencement of the winding up the excess shall be distributed amongst the Members but this Article is to be without prejudice to the rights of Member registered in respect of shares issued upon special terms and conditions.
198.	Distributions of assets in specie	If the Company shall be wound up, whether voluntarily or otherwise, the Liquidators may with the sanction of Special Resolution divided among the contributories, in specie or kind, any part of the assets of the Company and may with the like sanction, vest any part of the assets of the Company in trustees of such trusts for the benefit of the contributories or any of them, as the liquidators, with the like sanction shall think fit.
		XXXIV. INDEMNITY AND RESPONSIBILITY
199.	Indemnity	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

200.	Director's other rights to indemnity	Subject to the provisions of the Act every Director, manager, secretary and other officer or servant of the Company shall be indemnified by the Company out of the funds of the Company for all costs charges traveling and other expenses, losses and liabilities which any such Director, manager, secretary and officer or servant may incur or become liable to pay by reason of any contract entered into, or act or deed done by him as such director, manager, secretary and other officer or servant, or in any way in the discharge of his duties (unless the same shall happen through his willful default, negligence, misfeasance, breach of duty or breach of trust) and the amount for which such indemnity as provided shall immediately attach as a lien on the property of the Company and shall have priority as between the Members over all other claims. Subject as aforesaid the Managing Director and every Director, Manager, Secretary or other Officer or Employee of the Company shall be indemnified against any liability incurred by them or in defending any proceeding whether civil or criminal in which judgment is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section. 463 of the Act in which relief is given to him by the Court.
201.	General clause	Wherever in the Act it has been provided that any company shall have any right, privilege or authority or that any company cannot carry our any transaction unless it is so authorized by its Articles, then in that case, this Article hereby authorizes and empowers this Company to have such right, privilege or authority and to carry out such transactions as have been permitted by the Act without their being any other specific Article in the behalf herein provided.

CHAPTER – II

Articles 1 to 17 of this Chapter II shall have effect notwithstanding anything to the contrary contained in Articles 1 to 201 of Chapter I above, as regards or in relation to the Parties (*as defined below*). It is clarified that the matters listed in Articles 1 to 17 in this Chapter II are in addition to all other rights that any Shareholder (*as defined below*) may have as a shareholder of the Company under these Articles.

In the event of any conflict between the matters listed in above Articles 1 to 222 of Chapter I of these Articles and the relevant provisions of the matters listed in Articles 1 to 17 of this Chapter II of the Articles, the provisions of Articles 1 to 17 of this Chapter II shall prevail.

During the period this Chapter II is in force, each provision in Chapter I shall be deemed to be subject to the provisions of Chapter II.

1. DEFINTIONS AND INTERPRETATION

1.1. **Definitions**

For the purposes of Articles 1 to 16 of this Chapter II and unless the context otherwise requires, the following words and terms shall have the meanings set forth below:

"**Act**" means the (Indian) Companies Act, 2013 and the rules formed thereunder, each as amended.

"**ADP Director**" means any director nominated by ADP to the GIL Board or board of directors of any Material Subsidiary/JV.

"**ADP Group**" means ADP together with GISL, and such other Affiliate which may hold Securities of GIL and as disclosed from time to time to the stock exchanges.

"**ADP**" shall mean Aéroports de Paris S.A., a company incorporated in France, having registration number 552 016 628, and having its registered office at 1 rue de France, 93290, Tremblay-en-France.

"**Affiliate**" of a Person means any other Person that directly or indirectly, through one or more intermediaries, Controls, is Controlled by, or is under common Control with, such first Person.

"**Agreed Equity Shareholding Ratio**" shall have the meaning ascribed to such term in the SHA.

"**Airport Operator**" means any entity which is in the business of airport management and operation as its main activity.

"**Articles**" means the articles of association of GIL.

"**Beneficial Ownership**" means: (a) in the case of the GMR Group, (i) any direct shareholding in GIL of GEPL and/or Mr. G.M Rao, Mr. Srinivas Bommidala, Mr. GBS Raju, Mr. Kiran Kumar Grandhi (and their legal heirs and successors) (together, the "**GMR Shareholders**") and (ii) any proportionate indirect shareholding in GIL through entities which are Controlled by the GMR Shareholders; and (b) in the case of the ADP Group, (i) any direct shareholding in GIL of ADP and GISL (together, the "**ADP Shareholders**") and (ii) any proportionate indirect shareholding in GIL through entities which are Controlled by the ADP Shareholders.

"**Books and Records**" means all accounting, financial reporting, tax, business, marketing and corporate files, documents, instruments, papers, books, registers and records (statutory or otherwise) of GIL and GIL Subsidiaries, including technical records, financial statements, journals, deeds, manuals, minute books, customer and client lists, reports, files, documents, electronic information and operating data, contracts, memoranda of understanding and agreements, in whatever form.

“**Budget**” means the annual budget of GIL and Material Subsidiaries/JVs prepared based on the key terms set out in **Schedule 8** of the SHA. Any Budget shall be included in the Business Plan.

“**Business**” means (a) developing, operating and/or maintaining facilities, activities and services provided or proposed to be provided, to an Airport Operator or an airport, including EPC services, project management, airport services, food and beverage services; and/or (b) development, operations and/or maintenance of airports, and shall specifically include:

(i) ground handling operations;

(ii) cargo handling operations;

(iii) aviation fuel farms;

(iv) duty free retail;

(v) airport advertising;

(vi) catering;

(vii) lounge management;

(viii) commercially important persons (CIP) operations;

(ix) maintenance, repair and overhaul facilities at airports;

(x) real estate development activities,

each to the extent undertaken at, or in connection with an, airport operated by it; and

(xi) investing and holding securities in companies predominantly engaged in any of the above.

“**Business Day**” means a day other than Saturday and Sunday on which banks are open for normal banking business in Paris, France, Mumbai, India and New Delhi, India.

“**Business Plan**” means any business plan adopted by GIL in accordance with Article 6.1 and shall include in any case the Budget.

“**Business Plan Metrics**” shall have the meaning ascribed to such term in the SHA.

“**Capital Raise**” shall have the meaning ascribed to such term in the SHA.

“**Competitor**” means any Person, the business of which competes directly with the Business and includes:

(i) any Airport Operator;

(ii) any developer of airports;

(iii) such Persons as specified in **Schedule 6** of the SHA, as mutually agreed between GEPL and ADP, to be updated every three years, commencing from the third anniversary of Effective Date; *provided that* in the event ADP and GEPL are unable to mutually agree to such updates, GEPL may replace the names of any two Persons from the then-existing specified list of Persons, provided that such newly included Persons (or their Affiliates) are engaged in industrial activities in India,

and in each case shall, at all times, include the Affiliates of the above.

"**Contract**" means any contract, agreement, arrangement, tender, memoranda of understanding, engagement, purchase order, licence guarantee, indenture, note, bond, loan, lease, commitment or other arrangement, understanding or undertaking, including all Implementation Contracts.

"**Control**" (including with correlative meaning, the terms "**Controlled by**" and "**under common Control**" with) means:

(i) in relation to a corporate body, the power (whether directly or indirectly and whether by the ownership of share capital, the possession of voting power, contract or otherwise) to appoint or remove all or such of the members of the board of directors or other governing body of a Person as are able to cast the majority of the votes capable of being cast by the members of that board or governing body on all, or substantially all, matters, or otherwise to control or have the power to control the policies and affairs of that Person; or

(ii) the holding or possession of the beneficial interest in or the ability to exercise the voting rights applicable to shares or other securities in any Person (whether directly or indirectly) which confer in aggregate on the holders thereof more than 50% of the total voting rights exercisable at general meetings of that Person on all, or substantially all, matters.

Provided that, in respect of an entity, the shares of which are listed on any recognised stock exchange, Control shall mean the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.

"**Corporate Policies**" shall have the meaning ascribed to such term in the SHA.

"**Deadlock**" shall have the meaning ascribed to such term in the SHA.

"**Deed of Adherence**" shall mean the deed of adherence substantially in the form set forth in **Schedule 2** of the SHA.

"**Directors**" means the members of the GIL Board appointed in accordance with these Articles.

"**Dispose**" in relation to a Security means, whether directly or indirectly (excluding any securities in GEPL, ADP or their respective direct or indirect shareholders):

(i) any sale, assignment or transfer;

(ii) creating any trust arrangement;

(iii) enforcement of any Lien; and

(iv) any agreement to do any action under (i) and (ii), except an agreement to transfer Securities which is conditional on compliance with the terms of these Articles,

and "**Disposal**" and "**Disposed**" shall be construed accordingly.

"**Effective Date**" means the date on which the Merger becomes effective.

"**EPC**" means an engineering, procurement and construction contract.

"**Equity Shares**" means fully-paid up equity shares issued by GIL from time to time forming part of the Share Capital.

"**Equity Share Capital**" means the Share Capital of GIL which comprises solely the Equity Shares.

"**Event of Default**" shall have the meaning ascribed to such term in the SHA.

"**Excluded Contracts**" shall have the meaning ascribed to such term in the SHA.

"**Execution Date**" shall mean the date on which the SHA is executed.

"**Financial Year**" means the fiscal year beginning on April 1 of each calendar year and ending on March 31 of the immediately succeeding calendar year, or such other period as the board of directors or the shareholders, as the case may be, determine in accordance with applicable Law.

"**FCCBs**" mean 330,817 foreign currency convertible bonds of €1,000 each and in integral multiples thereof, aggregating to Euro 330,817,000, to be issued by GIL to ADP (and/or its Affiliates) in accordance with the terms of the FCCB Transaction Documents, prior to the Effective Date.

"**FCCB Transaction Documents**" means the FCCB subscription agreement executed on March 17, 2023, the FCCB terms and conditions ("**FCCB T&Cs**"), the FCCB deed poll and any other documents executed among *inter-alia* GIL and ADP in respect of the FCCBs.

"**Fully Diluted Basis**" means a calculation assuming that all outstanding convertible securities (including convertible preference shares and debentures) and any options issued or reserved for issuance under the employee stock option plan or any other stock option plan or scheme by whatever name called, existing at the time of determination have been exercised or converted into equity shares, and equity shares under all outstanding commitments to issue equity shares or other ownership interests have been issued, in each case, as adjusted for any stock splits or any capital or other restructuring or consolidation or reduction of capital.

"**GAL**" means GMR Airports Limited, a public limited company, incorporated in India under the provisions of the Companies Act, 2013 and having its registered office at BCCL, Times Internet Building, Second Floor, Plot No. 391, Udyog Vihar, Phase-III, Gurugram 122 016, Haryana, India and corporate office at New Udaan Bhawan, Terminal 3, Opposite ATC Complex International Terminal, I.G.I. Airport, New Delhi 110 037, India.

"**GEPL**" shall mean GMR Enterprises Private Limited, a private limited company, incorporated in India under the provisions of the Companies Act, 1956, and having its registered office at Third Floor, Old No. 248/New No. 114 Royapettah High Road, Royapettah, Chennai 600 014, Tamil Nadu, India and corporate office at GMR Group, Terminal-2 Office, Opposite Departure Gate No.1, I.G.I Airport, New Delhi 110 037, India.

"**GIL**" shall mean the Company.

"**GIL Board**" means the board of directors of GIL as constituted from time to time.

"**GIL JVs**" means any Persons (other than GIL Subsidiaries) in which GIL owns directly or indirectly, currently or in the future, in excess of 10% of the share capital of such Persons (on a Fully Diluted Basis), provided however, that for purposes of Shareholder Conflict Matters, and Article 2.13.5(v), the threshold of 10% shall be treated as 20%. The list of GIL JVs as on the Execution Date is as set forth in Part B of **Schedule 4** of these Articles.

"**GIL's Nominee Director**" shall mean a director nominated by GIL on the board of directors of any GIL Subsidiary or GIL JV.

"**GIL Subsidiaries**" means all the direct or indirect, existing or future, subsidiaries of GIL. The list of GIL Subsidiaries as on the Execution Date is as set forth in Part A of **Schedule 4** of these Articles.

"**GIDL**" means GMR Infra Developers Limited, a public limited company, incorporated in India under the provisions of the Companies Act, 2013 and having its registered office at Plot No.C-31, G Block, Naman Centre, 7th Floor, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India.

"**GISL**" shall mean GMR Infra Services Private Limited, a private limited company, incorporated in India under the provisions of the Companies Act, 2013 and having its registered office at BCCL, Times Internet Building, Plot No. 391, Udyog Vihar, Phase-III, Gurugram 122 016, Haryana, India.

"**GMR Director**" means any director nominated by GEPL to the GIL Board or board of directors of any Material Subsidiary/JV.

"**GMR Group**" means GEPL, together with GEPL's Affiliates and other members of the promoter group, as detailed herein below, and as disclosed from time to time to the stock exchanges:

(i) GMR Enterprises Private Limited;

(ii) Mr. G.M Rao;

(iii) Mr. Srinivas Bommidala;

(iv) Mr. GBS Raju;

(v) Mr. Kiran Kumar Grandhi;

and their respective legal heirs, successors or entities Controlled by them.

"**Governmental Approval**" or "**Approval**" means any consent, approval, licence, permit, order, exemption, certificate, clearance or authorisation obtained or to be obtained from, or any registration, notification, declaration or filing made to or with, or to be made to or with, any Governmental Authority.

"**Governmental Authority**" means any national, regional or local government or governmental, administrative, regulatory, fiscal, judicial, or government-owned body of any nation or any of its ministries, departments, secretariats, agencies or any legislative body, commission, authority, court or tribunal or entity, and shall include any authority exercising jurisdiction over any Person.

"**GPUIL Group Debt**" shall have the meaning ascribed to the term in the SHA.

"**Grantor**" means the public sector authority, Governmental Authority or any other legal entity which grants the right to a group company to undertake a Project.

"**Implementation Contract**" shall have the meaning ascribed to such term in the SHA.

"**Imposed Business Plan**" means a Business Plan adopted by the GIL Board with the affirmative vote of at least one GMR Director, and which is not approved by at least one ADP Director resulting in the imposition of such Business Plan or Budget.

"**Ind AS**" means the Indian Accounting Standards as notified by Ministry of Corporate Affairs, Government of India.

"**Industrial Partnership Agreement**" shall have the meaning ascribed to such term in the SHA.

"**IRR**" shall have the meaning ascribed to such term in the SHA.

"**Judgment**" means any judgment, order, decree, writ, injunction, award, settlement, stipulation or finding issued, promulgated, made, rendered, entered into or enforced by or with any Governmental Authority (in each case, whether temporary, preliminary or permanent).

"**Law**" or "**Applicable Law**" means any statute, law, ordinance, rule, regulation, press note, notification, circular, foreign investment policy, directive or Judgment issued by any Governmental Authority.

"**Lien**" means any mortgage, pledge, assignment, security interest or any kind of encumbrance or charge or third party right, including any agreement in respect of any of the foregoing, any conditional sale or other title retention agreement or any restriction on the exercise of any rights to dividends, distributions, authorisations, voting rights or any other rights.

"**Material Subsidiaries/JVs**" as of the date hereof, mean the following entities and "**Material Subsidiary/JV**" means any of them:

(i) Delhi International Airport Limited;
(ii) GMR Hyderabad International Airport Limited;
(iii) GMR Goa International Airport Limited;
(iv) Delhi Duty Free Services Private Limited (or such other entity forming part of the GMR Group which undertakes the duty free business at the Delhi airport);
(v) Heraklion Crete International Airport S.A.;
(vi) GMR Nagpur International Airport Limited (upon execution of the concession agreement in respect of the Nagpur airport);
(vii) GMR Airport Developer Limited;
(viii) GMR Airports International B.V;
(ix) GMR Visakhapatnam International Airport Limited; and
(x) Angkasa Pura Aviasi.

It is understood and agreed that for purposes of "Budget", Material Subsidiaries/JVs shall also include GMR Megawide Cebu Airport Corporation.

For the avoidance of doubt, it is hereby clarified that Material Subsidiaries/JVs shall: (a) further include any GIL Subsidiary or GIL JV which holds a concession to operate an airport or any other GIL Subsidiary or GIL JV mutually agreed as a Material Subsidiary/JV; and (b) exclude any entity which ceases to be a GIL Subsidiary or a GIL JV.

"**Merger**" means the merger of: (i) GAL into and with GIDL (the resulting entity, "**Merged GIDL**"); and (ii) Merged GIDL into and with erstwhile GIL, pursuant to the Merger Scheme.

"**Merger Scheme**" means the composite scheme of amalgamation and arrangement under Sections 230 to 232 of the Act pursuant to which the Merger is to be undertaken.

"**OCRPS**" means the optionally convertible redeemable preference shares issued by GIL to ADP pursuant to the OCRPS Subscription Agreement and the Merger Scheme.

"**OCRPS Subscription Agreement**" means the subscription agreement executed among GEPL, GISL, GIDL and GIL, setting out the terms and conditions of the OCRPS issued by GIL on the Effective Date.

"**Officers**" means the key managerial personnel and other officers of GIL appointed in accordance with these Articles.

"**Parties**" shall mean ADP, GEPL, GIL and GISL, and shall include any other Person who has duly executed a Deed of Adherence in accordance with the SHA, and "**Party**" shall refer to any of the aforesaid entities, individually.

"**Person**" means an individual, partnership, joint venture, company, trust, unincorporated organisation, government or other entity.

"**Project**" shall mean a transaction or operation under which a Material Subsidiary/JV undertakes the design and/or construction and/or financing in connection with a Project and/or refurbishment and/or expansion and/or operation, of airport infrastructure and/or other service provision at an airport pursuant to an Implementation Contract with a Grantor.

"**Promoter Groups**" means: (a) the ADP Group; and (b) the GMR Group.

"**Securities**" means any equity shares, and includes any options or warrants over, or rights to subscribe for, equity shares or any other securities (including the OCRPS, preference shares and debentures, but excluding the FCCBs) convertible into or exercisable or exchangeable for equity shares, of GIL, as applicable.

"**SHA**" shall mean the shareholders' agreement dated March 19, 2023 executed by and among the Parties, as may be amended from time to time.

"**Share Capital**" means the share capital of GIL on a Fully Diluted Basis.

"**Shareholder**" means a Person that holds Securities of GIL and is a Party to the SHA.

"**Shareholder Conflict Matter**" means any negotiation of, entry into or amendment of the terms of, any Contract (including the renewal of any such Contract) pursuant to which GIL or any of the GIL Subsidiaries or GIL JVs procures directly or indirectly (or it is proposed that it shall procure, or is procured) any product or service from or to a Shareholder of GIL or any of its subsidiaries (other than an entity which would also be a GIL Subsidiary or a GIL JV), or benefits from (or grants or makes) any advantage or payment or cash inflows, and more generally any situation where the interests of a Shareholder of GIL or its subsidiaries (other than an entity which would also be a GIL Subsidiary or a GIL JV) on one side and one of GIL or GIL Subsidiaries or GIL JVs are opposed.

"**Tax**" or "**Taxation**" means any applicable direct or indirect taxes, service tax, social security charges, customs or other duties, which any Person is required under applicable Law to pay, withhold or collect, including any income taxes, capital gains taxes, any tax payable in a representative capacity which under applicable Law is such person's liability to pay, property taxes, value added tax, goods and services tax, stamp duty, withholding taxes, excise taxes, employee withholding taxes, including any surcharge or cess thereon, together with any interest, penalties, fines or other additions thereto under applicable Law for the time being in force.

"**Transfer**" means, in relation to an Equity Share, to transfer or Dispose with all rights, title, interest and benefits attaching to it and "**Transferred**" shall be construed accordingly.

"**Wholesale Price Index**" means the wholesale price index for all commodities as published by the Ministry of Commerce and Industry, Government of India and shall include any index which substitutes the Wholesale Price Index. The reference to Wholesale Price Index shall be construed as a reference to the Wholesale Price Index published for the period ending the preceding month.

1.2. **Terms Defined Elsewhere**

The following terms are defined elsewhere in these Articles:

S. No.	Term	Article
(i)	**Adjourned Board Meeting**	2.11.2
(ii)	**AESC Flout Sale**	10.1.9(B)
(iii)	**AESC Threshold Increase Period**	10.1.9(B)
(iv)	**Bidding Committee**	2.2.7
(v)	**Business Plan Committee**	2.2.5
(vi)	**Chairperson**	2.2.3
(vii)	**Circular Resolution**	2.9.1

S. No.	Term	Article
(viii)	**Control Condition Non-fulfilment Notice**	10.1.5
(ix)	**Control Conditions**	10.1.4
(x)	**Coordinated Sale Notice**	10.2.1
(xi)	**Coordinated Sale Process**	10.2.1
(xii)	**Dispute**	15.2
(xiii)	**D&O Expenses**	2.17.1
(xiv)	**D&O Insurance**	2.16.1
(xv)	**D&O Proceeding**	2.17.1
(xvi)	**Diluted Promoter Group**	13.1
(xvii)	**Exercise Notice**	10.3.2
(xviii)	**General Meeting**	3.1.1
(xix)	**Indemnified Director or Officer**	2.17.1
(xx)	**LCIA**	15.2
(xxi)	**Minimum Shareholding Condition**	10.1.4
(xxii)	**Nomination and Remuneration Committee**	2.2.8
(xxiii)	**Nominee Purchaser**	10.3.1(ii)
(xxiv)	**Non-Transferring Shareholder**	10.2.1
(xxv)	**Related Party Contracts**	2.13.5(v)
(xxvi)	**Remote Participation**	2.10(i)
(xxvii)	**Reserved Matters**	5.1
(xxviii)	**ROFO**	10.3.1(ii)
(xxix)	**ROFO Acceptance Notice**	10.3.3
(xxx)	**ROFO Notice**	10.3.1
(xxxi)	**ROFO Price**	10.3.2
(xxxii)	**Sanctions**	10.1.1
(xxxiii)	**Sanctions List**	10.1.1
(xxxiv)	**Third Party Purchaser**	10.2.1
(xxxv)	**Threshold Shareholding Increase Period**	10.4.2
(xxxvi)	**Transfer Securities**	10.3.1(i)
(xxxvii)	**Transferring Shareholder**	10.2.1
(xxxviii)	**Waiver Period**	10.1.4

1.3. References to Securities held by ADP shall include any direct or indirect shareholding in GIL, including those held through GISL and references to Securities held by GEPL shall include any direct or indirect shareholding in GIL, including those held through any member of the GMR Group.

1.4. Where any right is exercised by ADP, such exercise shall be deemed to have been exercised on behalf of all the members of the ADP Group.

1.5. Where these Articles cast any obligations on the GMR Group, GEPL shall cause the compliance by each member of the GMR Group with such obligation.

1.6. Each of the Shareholders shall exercise all their rights and powers in their capacity as a Shareholder and under these Articles (including voting powers) and take all necessary steps and do or cause to be done all acts, deeds and things, commissions or omissions as required to ensure, so far as they are respectively able to do so by the exercise of such rights and powers in their capacity as a Shareholder and under these Articles, so that full effect is given to the provisions of these Articles.

2. BOARD OF DIRECTORS

2.1. Authority of the GIL Board

Subject to the provisions of the SHA, these Articles (including Article 5 (*Reserved Matters*) hereof), and applicable Law, the GIL Board shall be responsible for the management of GIL. The approval of the Shareholders shall be obtained for such matters as may be required under applicable Law or pursuant to the SHA or these Articles.

2.2. **Composition of the GIL Board and its committees**

2.2.1. The Parties shall exercise their respective voting rights, and shall cause the Directors nominated by them to exercise their powers, in such manner as to ensure compliance with the terms of these Articles and the SHA, including ensuring that the GMR Directors and the ADP Directors are duly appointed on the GIL Board.

2.2.2. On and from the Effective Date, the GIL Board shall consist of up to 20 Directors, comprising of:

(i) 5 GMR Directors, as nominated by GEPL, of which at least one (1) shall be an executive GMR Director (it being understood that GEPL shall be entitled to nominate a maximum of 5 Directors);

(ii) 5 ADP Directors, as nominated by ADP, of which only one (1) shall be an executive ADP Director (it being understood that ADP shall be entitled to nominate a maximum of 5 Directors);

(iii) up to 10 independent Directors, determined to be independent in accordance with law, who shall be nominated by the Board in accordance with the criteria formulated by the Nomination and Remuneration Committee in accordance with applicable Laws, out of whom:

(A) 5 independent Directors shall be from among the persons recommended to the Nomination and Remuneration Committee by GEPL (it being understood that GEPL may, in its discretion, choose to exercise such right in respect of a lesser number of independent Directors); and

(B) 5 independent Directors shall be from among the persons recommended to the Nomination and Remuneration Committee by ADP (it being understood that ADP may, in its discretion, choose to exercise such right in respect of a lesser number of independent Directors),

provided that, the aforesaid 10 independent Directors shall include the 6 independent Directors who are currently appointed as independent Directors on the GIL Board as of the Execution Date until the retirement of one such independent Director (by no later than September 30, 2024), and upon such retirement, ADP shall be entitled to recommend an independent Director to the Nomination and Remuneration Committee in accordance with Article 2.2.2(iii)(B) above. It is clarified that until the retirement of such independent Director, ADP shall be entitled to recommend only 4 independent Directors for the purposes of Article 2.2.2(iii)(B) above.

2.2.3. The chairperson of the GIL Board ("**Chairperson**") shall be nominated by GEPL from among the Directors nominated by GEPL to the GIL Board.

2.2.4. Subject to Articles 2.2.5 to 2.2.8, on and from the Effective Date, unless otherwise agreed among the Parties, each committee of the GIL Board shall include such number of independent Directors as may be required under applicable Law (with an equal number recommended for appointment by each of GEPL and ADP) and an equal number of GMR Directors and ADP Directors.

2.2.5. The GIL Board shall constitute a committee to prepare, deliberate, discuss and approve in advance the Business Plans ("**Business Plan Committee**"), which shall comprise four Directors, with equal number of Directors to be nominated by each of ADP and GEPL. Decisions of the Business Plan Committee shall be taken by a simple majority. The Business Plan Committee shall be authorised to seek appropriate assistance and relevant professional/technical advice from, and delegate the work in relation to preparation of the Business Plans to, any employees of GIL, external consultants or such other persons as may considered appropriate by GIL.

2.2.6. No Business Plan shall be submitted for approval of the GIL Board unless approved by the Business Plan Committee, or in order to resolve a deadlock at the Business Plan Committee.

2.2.7. The GIL Board shall constitute a committee to evaluate and take decisions in relation to bids for new airport operations concessions by GIL or any Material Subsidiary/JV ("**Bidding Committee**"), which shall comprise four Directors, with equal number of Directors to be nominated by each of ADP and GEPL. Any decision of the Bidding Committee which involves a bid: (a) with over INR1,600 crore in potential project costs shall require prior approval of one ADP Director and one GMR Director; and (b) with over INR400 crore and up to INR1,600 crore in potential project costs shall need to be discussed with the ADP Directors. In the event of a conflict of interest based on the non-compete obligations of ADP and the GMR Group as set forth in the SHA, the Bidding Committee shall assume a deemed approval in respect of the Shareholder which has the conflict of interest, provided however, that (i) each of the Parties acknowledge and confirm the conflict of interest; and (ii) the bid is prepared and submitted on the basis of a minimum IRR of 12% as evidenced to ADP (without the disclosure of confidential bid information); and (iii) GIL shall without the disclosure of confidential bid information, provide comfort to ADP on GIL's ability to finance the requisite investment and the possible impact of such financing on GIL's financial position. The Bidding Committee shall be authorised to seek appropriate assistance and relevant professional/technical advice from, and delegate the work in relation to evaluation of any bid to, any employees of GIL, external consultants or such other persons as may be considered appropriate by GIL.

2.2.8. Subject to Article 2.19, the GIL Board shall constitute a nomination and remuneration committee ("**Nomination and Remuneration Committee**") which shall comprise six Directors, with four independent Directors (of which two independent Directors each shall have been recommended for appointment on the GIL Board by the ADP Group and the GMR Group) and one Director to be nominated by each of ADP and GEPL. The purpose of the Nomination and Remuneration Committee shall be to make decisions in relation to the appointment, revocation or dismissal of key managerial personnel, to determine the remuneration and finalise the employment contract of the managing director, the Directors and any key managerial personnel whose annual remuneration exceeds INR 20,000,000 (as revised to reflect the increase between the Wholesale Price Index as on the Effective Date, and the Wholesale Price Index as on any date of determination by the Nomination and Remuneration Committee), and to undertake such functions as are required to be undertaken by it under applicable Laws.

2.3. **Composition of the board of directors and committees of the Material Subsidiaries/JVs**

2.3.1. ADP shall have the right, through GIL (consistent with the ownership (direct and indirect) of ADP in GIL), unless otherwise agreed among the Parties, to:

(i) nominate: (a) one ADP Director on the board of directors of each Material Subsidiary/JV (including Delhi Duty Free Services Private Limited), where GIL has the right to nominate two or up to three Directors, it being clarified that all other Directors to be nominated by GIL shall be GMR Directors; and (b) two ADP Directors on the board of directors of each Material Subsidiary/JV (including Delhi International Airport Limited, GMR Hyderabad International Airport Limited, GMR Goa International Airport Limited, GMR Airport Developers Limited and GMR Airports International B.V.), where GIL has the right to nominate four or more than four Directors, it being clarified that all other Directors to be nominated by GIL shall be GMR Directors; *provided that*, ADP shall not have a right to nominate any ADP Director on the board of directors of any Material Subsidiary/JV where GIL has the right to nominate one Director, who shall be a GMR Director;

(ii) nominate: (a) one ADP Director on each of the audit committee and the nomination and remuneration committee of the board of directors of GMR Hyderabad International Airport

Limited, it being clarified that all other Directors on such committees (as nominated by GIL) shall be GMR Directors; (b) one ADP Director on the nomination and remuneration committee of the board of directors of Delhi International Airport Limited, it being clarified that all other Directors on such committees (as nominated by GIL) shall be GMR Directors; and (c) one nominee on the audit committee and the nomination and remuneration committee of each other Material Subsidiary/JV in which GIL has the right to nominate two or more Directors on such committee(s), it being clarified that all other Directors on such committees (as nominated by GIL) shall be GMR Directors; and

(iii) unless an ADP Director is a member of the audit committee of the board of directors of Delhi International Airport Limited, one ADP Director as an observer on the audit committee of Delhi International Airport Limited; *provided, however*, in the event that (i) Fraport AG's nominee director resigns or departs from the audit committee of Delhi International Airport Limited for any reason whatsoever (including at the time of sale by Fraport AG of its shares in Delhi International Airport Limited), an ADP Director shall be promptly appointed to such audit committee; and (ii) in any event, best endeavours shall be made towards an ADP Director being appointed to the audit committee of Delhi International Airport Limited within 12 months from the Effective Date.

2.3.2. The Parties shall do or cause to be done all acts, deeds and things, commissions or omissions as required to ensure, so far as they are respectively able to do so by the exercise of such rights and powers in their capacity, including as a shareholder of GIL, so that full effect is given to the provisions of these Articles.

2.4. **Alternate Director**

A director appointed under Article 2.2.2 or 2.3.1 shall have the right to appoint an alternate director in accordance with the provisions of the Act.

2.5. **Qualification**

The Directors shall not be required to hold any qualification Equity Shares.

2.6. **Removal of Directors; Casual Vacancy**

2.6.1. Each Shareholder that has nominated a Director for appointment pursuant to Article 2.2.2 shall be entitled, by written notice to GIL (with a copy to all other Parties and the concerned Director), to require any Director so nominated by it to be removed from such position and GIL and the Shareholders shall promptly take steps for the removal of such Director in accordance with such request. In the event of such removal or if any Director nominated by a Shareholder ceases to hold office for any other reason, such Shareholder shall be entitled to require GIL to appoint another Director in his or her place pursuant to Article 2.2.2, as promptly as practicable.

2.6.2. The removal of a Director nominated by any Shareholder shall be subject to the prior written consent of the nominating or recommending Shareholder, as the case may be.

2.6.3. The Directors shall be liable to retire by rotation in accordance with the provisions of the Act. Where any Director is required to retire in compliance with the provisions of the Act, the Shareholders shall ensure that they shall be re-appointed to the GIL Board.

2.6.4. Subject to applicable Law, the provisions of this Article 2.6, as they apply to the GIL Board, shall apply *mutatis mutandis* to the boards of directors of each Material Subsidiary/JV in respect of the ADP Directors nominated on the board of such Material Subsidiary/JV.

2.7. **Notice of Board Meetings**

2.7.1. The GIL Board shall meet at least four times a year and once every 120 days in accordance with the provisions of the Act. All GIL Board meetings shall be held in English.

2.7.2. A meeting of the GIL Board may be called by the Chairperson or any Director by giving written notice to the company secretary of GIL, who shall convene a GIL Board meeting to be held within ten days of such notice.

2.7.3. The period of notice required for any GIL Board meeting shall be seven days unless all of the Directors consent to short notice.

2.7.4. A notice of a GIL Board meeting shall (i) be in English; (ii) specify a reasonably detailed written agenda specifying the date, time and agenda of such GIL Board meeting; (iii) include copies of all papers relevant for such GIL Board meeting; and (iv) be also sent by e-mail. Unless waived in writing by at least one GMR Director and at least one ADP Director, in each case, only for so long as the relevant Shareholders are entitled to exercise their Reserved Matter rights, no discussion, action, vote or resolution with respect to any item not included in the agenda of any meeting shall be taken at any meeting of the GIL Board.

2.8. **Chairperson of the GIL Board**

2.8.1. In the absence of the Chairperson at a meeting of the GIL Board, the GIL Board shall appoint the chairperson from among the nominee Directors of GEPL on the GIL Board present for such meeting of the GIL Board.

2.8.2. In case of equality of votes on any proposed resolution of the GIL Board, the Chairperson or any other person acting as chairperson at a meeting of the GIL Board shall have a second and casting vote.

2.9. **Resolution by Circulation**

2.9.1. Any resolution of the GIL Board that is not required to be considered only at a GIL Board meeting under applicable Law may be adopted by circulation by the GIL Board, and such written resolution, if approved, shall be filed with the minutes of proceedings of the GIL Board along with all the documents and/or information circulated with it ("**Circular Resolution**").

2.9.2. Subject to Article 2.13.5 (*Directors' interests and conflicts*) and Article 5 (*Reserved Matters*), no Circular Resolution shall be deemed to have been duly adopted by the GIL Board, unless the resolution has been prepared in English and circulated in draft in accordance with the Act, together with the necessary papers required for considering the resolution, and approved in writing by a majority of the Directors as are entitled to vote on the resolution.

2.10. **Remote Participation**

Subject to the provisions of the Act and applicable Law:

(i) the Directors may participate in a GIL Board meeting by way of video conference or conference telephone or similar equipment ("**Remote Participation**") designed to allow the Directors to participate equally in the GIL Board meeting; and

(ii) a GIL Board meeting held by Remote Participation shall be valid so long as a quorum in accordance with Article 2.11 (*Quorum at GIL Board Meetings*) is achieved pursuant to the Directors being able to participate in such GIL Board meeting through video conference, telephone conference or similar equipment. The venue for GIL Board meetings through video conference shall be specified in the notice calling the meeting, which shall be deemed to be the place of the said meeting under applicable Laws.

2.11. **Quorum at GIL Board Meetings**

2.11.1. Subject to Article 2.13.5 (*Directors' interests and conflicts*) and applicable Law, the quorum for a meeting of the GIL Board, duly convened and held, including by Remote Participation, shall be such number of Directors who constitute 1/3rd of the total number of Directors, provided that no quorum as mentioned above shall be validly constituted, and no business at any GIL Board meeting shall be transacted, unless at least one GMR Director and at least one ADP Director, in each case, only for so long as the relevant Shareholders are entitled to exercise their Reserved Matter rights, are present at the commencement of such meeting and throughout its proceedings.

2.11.2. In the absence of a valid quorum at a duly convened GIL Board meeting, the GIL Board meeting shall be automatically adjourned to the same day in the next week at the same time ("**Adjourned Board Meeting**"). The quorum at such Adjourned Board Meeting shall, notwithstanding anything to the contrary contained hereinabove, be 1/3rd of the total number of Directors, and all business transacted thereat, subject to Article 2.13.5 (*Directors' interests and conflicts*), shall be regarded as having been validly transacted, provided, however, that no Reserved Matters shall be discussed or transacted at any such Adjourned Board Meeting unless at least one GMR Director and at least one ADP Director, are present at the commencement of such adjourned meeting and throughout its proceedings.

2.11.3. Notwithstanding anything contained to the contrary in this Article 2.11, it is clarified that in circumstances where the agenda for any GIL Board meeting pursuant to Article 2.7.4 above specifies in reasonable detail that any failure to take decisions in relation to specified matters and pass necessary resolution in relation thereto due to an inquorate meeting would result in GIL or any of the GIL Subsidiaries or GIL JVs being in non-compliance or breach of Applicable Laws or Implementation Contracts; then, such matters shall be discussed and decided upon at the time originally appointed for the meeting with the Directors present being deemed to constitute a quorum for such meeting, provided that at least Directors being 1/3rd of the total Directors are present for such meeting and the mandatory requirement of the presence of a GMR Director and an ADP Director shall not be required. It is clarified that if the relevant meeting is attended by a GMR Director and an ADP Director, then the affirmative voting rights of the GMR Directors and the ADP Directors under Article 5 (to the extent applicable in accordance with Article 5) shall apply.

2.11.4. Without prejudice to the above, subject to Article 5 (*Reserved Matters*), the GMR Directors and/or the ADP Directors may at any time waive their respective right to form part of the quorum for a particular GIL Board meeting, in writing, and at any such GIL Board meeting, no new matters other than those forming part of the agenda for such GIL Board meeting shall be discussed or taken up.

2.11.5. In addition, a translator (if required by any ADP Director) shall be entitled to attend meetings of the GIL Board.

2.12. **Meetings of the board of directors of the Material Subsidiaries/JVs**

2.12.1. The Parties shall make reasonable endeavours to ensure that the meetings of the board of directors of the Material Subsidiaries/JVs are scheduled on such dates to enable the attendance of ADP Directors and GMR Directors.

2.13. **Voting**

2.13.1. Subject to Article 2.13.5 (*Directors' interests and conflicts*), at any GIL Board meeting, each Director shall have one vote.

2.13.2. Subject to Article 5 (*Reserved Matters*), and Article 2.11 (*Quorum at GIL Board Meetings*), all resolutions to be adopted by the GIL Board must be adopted by the requisite majority required under the Act.

2.13.3. Each Shareholder, if it has nominated Director(s) pursuant to Article 2.2.2, shall use all reasonable endeavours to ensure that at least one Director so nominated shall attend each GIL Board meeting.

2.13.4. GEPL shall procure that the voting rights of the members of the GMR Group and their respective representatives or Directors nominated by them are exercised so as to allow ADP to exercise its rights, including in respect of the Reserved Matters, and for the purposes of giving effect to GEPL's undertaking as set forth herein. ADP shall procure that the voting rights of the members of the ADP Group and their respective representatives or Directors nominated by them are exercised so as to allow GEPL to exercise its rights, including in respect of the Reserved Matters, and for the purposes of giving effect to ADP's undertaking as set forth herein.

2.13.5. Directors' interests and conflicts

(i) The presence of a Director nominated by any Shareholder that is (or the Affiliate of which is) concerned in a Shareholder Conflict Matter (other than in relation to the Industrial Partnership Agreement) shall not be required in order to constitute a quorum if it would otherwise be required under these Articles, nor shall he/she be entitled to vote, in respect of any Shareholder Conflict Matter, in each case where that Director has been nominated by the Shareholder that is (or the Affiliate of which is) concerned in that Shareholder Conflict Matter.

(ii) Except in respect of a Shareholder Conflict Matter and subject to applicable Law and/or the Articles, and subject to any other terms imposed by the Directors in relation to conflict situations in accordance with Article 5 (*Reserved Matters*), a Director shall be entitled to vote at a meeting of the GIL Board on any resolution in respect of any matter, Contract or proposed Contract in which he is interested directly or indirectly. For the avoidance of doubt, the fact that a Director has been nominated or recommended for appointment by or at the request of a Shareholder shall not, of itself, constitute a conflict of interest.

(iii) Subject to Article 2.13.5(iv), any decisions, actions or negotiations to be taken or conducted by GIL or any of the GIL Subsidiaries or GIL JVs in relation to a Shareholder Conflict Matter shall, subject to the relevant shareholders' agreements/joint venture agreement entered into by GIL and/or a GIL Subsidiary with respect to such GIL Subsidiary and/or GIL JVs, be the responsibility of the GIL Board but subject to the supervision (subject to their fiduciary duties) only of those Directors that are entitled, in accordance with Article 2.13.5(i), to vote on such matters.

(iv) No decision, action or negotiation shall be taken or conducted by GIL in relation to a Shareholder Conflict Matter without the approval of a simple majority of those Directors who are authorised to supervise such decisions and actions in accordance with Article 1.1.1(iii), subject to their fiduciary duties to GIL.

(v) Except in respect of the Industrial Partnership Agreement and/or the Excluded Contracts, no Contracts shall be entered into, directly or indirectly, between a Shareholder and its subsidiaries (but not being GIL or the GIL Subsidiaries or GIL JVs) on one side and GIL or GIL Subsidiaries or GIL JVs on the other side (the "**Related Party Contracts**"), without the prior approval of ADP and GEPL, it being further agreed that Related Party Contracts shall not, unless otherwise agreed between ADP and GEPL, exceed a one-year duration and shall be reassessed on an annual basis. The Parties also agree that: (i) any material amendment to an Excluded Contract; or (ii) any proposed renewal or extension of an Excluded Contract (other than any Excluded Contract in relation to the GPUIL Group Debt which shall not be amended in any manner and shall be repaid in accordance with its current terms unless otherwise agreed with ADP) that is effective for a period of three (3) years or more from the date hereof, shall require the prior approval of ADP. It is clarified that any prior approval under this Article 2.13.5 shall not be unduly or unreasonably withheld or delayed, if the relevant transaction is on arms' length.

In addition, in respect of the corporate cost allocation or cost sharing agreements included in the Excluded Contracts, it is understood and agreed that any change in the costs of such services which would result in an increase of the costs by more than 10% on a yearly basis shall be subject to the prior written consent of ADP, which would not be unreasonably withheld. In addition, any change in cost of such services which would in the aggregate result in an increase of the costs of more than 60% in any block of 5 five years, shall require the prior approval of ADP.

2.14. **Officers in default**

2.14.1. Unless otherwise agreed and subject to Article 3.2.2(ii) and applicable Laws, the ADP Directors shall be non-executive Directors and shall have no responsibility for the day-to-day management of GIL as an "officer in default" under applicable Law and shall not be liable for any failure by GIL to comply with applicable Law. The Parties agree that, subject to and the extent permissible under applicable Laws, (i) Persons (other than the ADP Directors) are identified/nominated as an "officer in default" (under the Act) or as a person in charge of managing affairs of GIL under applicable Law in the relevant filings with the Governmental Authorities; and (ii) ADP Directors are not considered to be "persons in charge", "authorised officers", "compliance officer", "officer in charge" or "officer in default" under any applicable Law.

2.15. **Fees and re-imbursement of expenses**

GIL shall reimburse the Directors for all actual travel and accommodation expenses incurred by them or their alternate Directors, in order to attend Shareholder, Board and other meetings of GIL, or otherwise in connection with the performance of their duties as Directors of GIL upon presentation of appropriate documentation therefor. The GMR Directors and the ADP Directors shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors.

2.16. **D&O Insurance**

2.16.1. GIL shall, with effect from the Effective Date and at all times thereafter, procure the maintenance of a director and officer indemnity insurance policy ("**D&O Insurance**") which is customary for similar companies in respect of all Directors and Officers (past and present) of GIL and consistent with the internal policies of ADP, and in the event of any shortfall compared with such policies of ADP, GIL shall procure additional insurance coverage to ensure such insurance coverage is consistent with the internal policies of ADP. GIL and GEPL shall ensure that the D&O Insurance shall continue to remain valid and in force and shall provide coverage in respect of Directors and Officers for a period of seven years from the time such Person ceases to be a Director or Officer.

2.16.2. In the D&O Insurance, the Directors and Officers shall be named as an insured. Any modification to any terms and conditions of such insurance policies shall require prior written approval of ADP. The minimum limit per Director or Officer shall be as determined by ADP consistent with industry standards.

2.17. **Directors' Indemnity**

2.17.1. Without prejudice to D&O Insurance above and subject to applicable Law, GIL shall indemnify every person who is and has been a Director or Officer of the relevant company ("**Indemnified Director or Officer**") against any and all expenses (including all attorneys' fees and all other costs, expenses and obligations incurred) in connection with investigating, defending, appealing, being a witness in or otherwise participating in or preparing to defend, appeal, be a witness in or otherwise participate in a D&O Proceeding, losses, liabilities, judgments, fines, penalties and amounts paid in settlement, and including all interest, assessments and other charges in connection therewith ("**D&O Expenses**"), incurred by the Indemnified Director or Officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including without limitation a claim, demand, discovery request, formal or informal investigation, inquiry, administrative hearing, arbitration or other form of alternative dispute resolution), including an appeal from any of the foregoing, which is in any way connected with, resulting from or related to the fact that the Indemnified Director or Officer is or was a director of GIL or any Material Subsidiary/JV, or by reason of any action or inaction on the part of the Indemnified Director or Officer while serving in such capacity ("**D&O Proceeding**").

2.17.2. GIL shall advance all D&O Expenses incurred by the Indemnified Director or Officer, such advances to be made by GIL as soon as practicable but in any event no later than ten days after written demand by the Indemnified Director or Officer is presented to GIL.

2.17.3. No indemnification shall be provided to the Indemnified Director or Officer, (i) to the extent that the D&O Expenses are fully covered by a policy of insurance and fully paid or reimbursed by an insurer to the Indemnified Director or Officer; or (ii) to the extent that such indemnification would be void, illegal or unenforceable under Applicable Law.

2.17.4. The right of indemnification provided herein shall not affect any other rights to which any Indemnified Director or Officer may be entitled.

2.17.5. GIL shall not be liable for indemnification in respect of any actions, suits, claims or proceedings arising due to or in connection with any breach, wilful omission, wilful misconduct or fraud by such Director or Officer.

2.18. **GMR Directors and ADP Directors on the board of directors of the Material Subsidiaries/JVs**

2.18.1. Subject to applicable Law, GIL shall exercise its rights on Material Subsidiaries/JVs to procure that the provisions of Articles 2.14 to 2.17 as they apply to the ADP Directors and GMR Directors on the GIL Board, apply *mutatis mutandis* to the ADP Directors and GMR Directors on the board of directors of the Material Subsidiaries/JVs.

2.19. **Key Managerial Personnel**

2.19.1. On and from the Effective Date, ADP shall have the right to nominate:

(i) the deputy chief executive officer of GIL, as long as ADP holds at least 10% of the share capital of GIL (directly and indirectly), whose role and responsibilities are set forth in **Schedule 2** of these Articles;

(ii) the chief operating officer of GIL, who shall report to the chief executive officer of GIL;

(iii) the head of retail of DIAL; and

(iv) the financial partnership officer of GIL, who shall have access to financial reports and books of accounts of GIL,

and the Parties shall, including through the Nomination and Remuneration Committee cause the appointment of such nominees of ADP.

(v) the positions listed in the Industrial Partnership Agreement,

and the Parties shall, including through the Nomination and Remuneration Committee cause the appointment of such nominees of ADP.

2.19.2. GEPL shall have the right to nominate:

(i) the chief executive officer of GIL;

(ii) all other key managerial personnel of GIL, GIL Subsidiaries and GIL JVs, other than the key managerial personnel specifically to be nominated by ADP in terms of Articles 2.19.1 and 2.19.2;

(iii) the positions listed in the Industrial Partnership Agreement; and

(iv) two key deputy CXO positions in airports owned by ADP in Paris or abroad.

and the Parties shall, including through the Nomination and Remuneration Committee cause the appointment of such nominees of GEPL.

The roles and responsibilities of each of such key managerial personnel shall be determined by the GIL Board from time to time.

2.19.3. The Nomination and Remuneration Committee shall have the right to recommend to the GIL Board all key managerial persons in accordance, in all cases, with the nominations made in Articles 2.19.1 and 2.19.2 above and the Parties shall take all steps to give effect to such nominations and to appoint the key managerial persons in accordance with such nominations.

2.19.4. GIL shall exercise all such rights as are available to it under applicable Law or under any agreement or otherwise to ensure that the key managerial personnel of GIL recommended for appointment by ADP and GEPL in accordance with Articles 2.19.1 and 2.19.2 shall be so appointed.

2.20. **GIL, GIL Subsidiaries and GIL JVs**

2.20.1. If and to the extent that a Shareholder entitled under the provisions of Article 2 (*Board of Directors*) has not exercised its right with respect to nomination of directors to the board of directors of any Material Subsidiaries/JVs within 90 days of the Effective Date, the GIL Board shall have the power to nominate the relevant directors of the Material Subsidiaries/JVs (until the relevant shareholder has exercised its right, in which event GIL shall, at the next meeting of the board of directors scheduled after the exercise of such right, give effect to such right).

2.20.2. All resolutions required to be considered by the Shareholders of GIL Subsidiaries which are directly owned by GIL shall be subject to prior consideration by, and approval of, the GIL Board in accordance with these Articles.

2.20.3. Each Party shall exercise its voting rights in GIL (in its capacity as Shareholders of GIL and shareholders of each GIL Subsidiary and GIL JV) to give effect to these Articles.

2.20.4. Each of the ADP Group and GEPL agree to cause GIL (and GIL's Nominee Directors on the board of directors of each GIL Subsidiary and GIL JV) to vote on each matter at each meeting of the board of directors of the relevant GIL Subsidiary and GIL JV in accordance with, and compliant with, any decision taken in respect of such matter by the GIL Board. Further, where the GIL Board has decided on any Reserved Matter in relation to GIL, the Parties shall vote on each matter at each General Meeting and shareholder meeting of each GIL Subsidiary and GIL JV in accordance with, and compliant with, any decision taken in respect of such matter by the GIL Board.

3. SHAREHOLDERS' MEETINGS

3.1. **Notice of Shareholders' Meetings**

3.1.1. GIL shall hold not less than one general meeting of the Shareholders ("**General Meeting**") in any given calendar year as its annual General Meeting in accordance with the Act and not more than 15 months shall elapse between consecutive annual General Meetings. All General Meetings shall be held in English.

3.1.2. A General Meeting may be called by the GIL Board either *suo moto* when GIL proposes to undertake any action that statutorily requires the approval of the shareholders or when requisitioned by the Shareholders of GIL who represent at least 10% of the share capital of GIL.

3.1.3. The period of notice required for any General Meeting shall be 21 clear days unless the requisite numbers of members consent to short notice in accordance with the Act.

3.1.4. A notice of a General Meeting shall (i) be in English; (ii) specify an explanatory statement specifying the date, time and agenda of such General Meeting; (iii) include copies of all papers relevant for such General Meeting; and (iv) be sent via e-mail. No discussion, action, vote or resolution with respect to any item not included in the explanatory statement and agenda of any meeting shall be taken at any General Meeting.

3.2. **Chairperson**

The Chairperson of the GIL Board shall be the chairperson of the General Meeting. In the absence of the Chairperson, the Directors shall from amongst themselves elect a chairman for such General Meeting.

3.3. **Quorum**

The quorum for a General meeting of GIL, duly convened and held, shall be as required under applicable Law. The Parties agree that (a) where any Reserved Matter is required to be considered at a General Meeting under applicable Laws, then the GIL Board shall not call for an extra-ordinary General Meeting unless the concerned Reserved Matter has been approved at the GIL Board level, and (b) no member of either Promoter Groups shall call for a General Meeting for discussing or transacting any Reserved Matters unless agreed upon in writing by both ADP and GEPL.

3.4. **Voting**

3.4.1. A Shareholder may be present at and may vote at any General Meeting in person, by proxy or attorney or by a duly authorised representative, and any such proxy, attorney or representative shall be counted for the purposes of constituting a quorum, to the extent permissible under applicable Law. Voting on all matters to be considered at a General Meeting shall be way of e-voting / polls in accordance with the Act.

3.4.2. The Shareholders shall be entitled to participate, be counted towards quorum and vote in General Meetings by e-voting, postal ballot or any other means, subject to applicable Law.

3.4.3. In a General Meeting or otherwise (where the Shareholders are required to approve or provide their consent in respect of any matter under these Articles or otherwise), each Promoter Group agrees to vote as shareholders of GIL in the following manner in order that the decision of the Shareholders reflects the decision of the GIL Board in respect of matters approved by the GIL Board:

(a) any matter relating to the appointment or removal of the Directors, the Chairperson and the Officers, or the remuneration of such persons: in favour of such matter; and

(b) any matter which is not covered under Article 3.4.3(a),

(i) which is a Reserved Matter approved by at least one nominee Director of each Promoter Group on the GIL Board: in favour of such matter; and

(ii) which is not a Reserved Matter: in favour of, or abstain from voting in respect of, such matter.

4. UNDERTAKINGS

4.1. GIL hereby undertakes and covenants to the ADP Group and the GMR Group that:

(i) it shall use all reasonable endeavours to ensure that the Business is conducted in accordance with good business practice, the highest ethical standards;

(ii) to the extent within its power, GIL shall not facilitate any Disposal of Securities by any Shareholder which is in breach of these Articles;

(iii) GIL and each GIL Subsidiary shall keep and maintain proper, complete and accurate Books and Records in accordance with applicable Law and prepared in accordance with Ind AS;

(iv) the Books and Records of GIL and each GIL Subsidiary shall be duly audited by the auditors annually as soon as possible after the end of each Financial Year and as required from time to time pursuant to applicable Law;

(v) they shall use all reasonable endeavours to obtain and maintain in full force and effect all approvals, consents and licences necessary for the conduct of the Business and shall comply with all material applicable Law in the conduct of the Business;

(vi) subject to applicable Law and the shareholders' agreement of the relevant GIL Subsidiary (if any), GIL, GIL Subsidiaries and GIL JVs shall provide such information to the Shareholders as may be required by them under applicable Law, including for the purpose of making any statutory filings or any other general financial reporting of their group; provided that in case of GIL JVs, the obligation shall only be to the extent of the information required is indeed required and made available to GIL;

(vii) no Director, officer, employee, agent or any of their respective delegates of, or nominated by, GIL shall take any action purporting to commit GIL, GIL Subsidiaries and GIL JVs in relation to any of the Reserved Matters unless such Reserved Matter has been approved in accordance with Article 5 (*Reserved Matters*);

(viii) GIL has and shall make all reasonable endeavours to procure that the GIL Subsidiaries and GIL JVs shall, adopt (to the extent the same have not already been adopted) and comply with the Corporate Policies, including in relation to anti-corruption and anti-bribery, as agreed between GEPL and ADP from time to time, and if requested, shall provide the Directors such information and access as they may reasonably request to verify compliance with the Corporate Policies;

(ix) without prejudice to Article 2.13.5 (*Directors' interests and conflicts*) and Article 5 (*Reserved Matters*), if GIL or any GIL Subsidiary or GIL JV procures any goods or services from any Shareholder or its Affiliates, those goods or services shall be procured on an arms' length commercial basis and in accordance with applicable Law;

4.2. The Parties shall do or cause to be done all acts, deeds and things as required to ensure, so far as they are respectively able to do by the exercise of such rights and powers in their capacity, including Shareholders of GIL, so that full effect is given to the provisions of these Articles.

4.3. Notwithstanding anything contained in these Articles and subject to Article 5.2, it is hereby clarified that any rights to be exercised (and obligations to be performed) by GIL in respect of GIL Subsidiaries and/or GIL JVs shall be limited to the rights available to GIL and/or GIL Subsidiaries through the relevant shareholders' agreements/joint venture agreement entered into by GIL and/or GIL Subsidiaries with respect to such GIL Subsidiaries and/or GIL JVs and that the Shareholders, shall procure that the terms and conditions of these Articles shall be complied with, and GEPL and ADP shall procure that the directors nominated by them to the GIL Board shall comply with the terms and conditions of these Articles.

5. RESERVED MATTERS

5.1. No resolution shall be adopted or decision or action be taken by GIL in respect of itself or in respect of any GIL Subsidiary, GIL JVs or Material Subsidiary/JVs (to the extent such matter is expressly stated as applicable to GIL Subsidiaries, GIL JVs or Material Subsidiary/JVs in general and/or specifically applicable to one or more named of them under **<u>Schedule 1</u>**) in any manner, including by:

(i) the GIL Board, at a meeting of the GIL Board, or by Circular Resolution or Remote Participation, as the case may be;

(ii) the Shareholders, at any General Meeting;

(iii) the board of directors, shareholders, committees or otherwise of any GIL Subsidiary, GIL JVs or Material Subsidiary/JVs (to the extent such matter is expressly stated as applicable to GIL Subsidiaries, GIL JVs or Material Subsidiary/JVs in general and/or specifically applicable to one or more named of them under **Schedule 1**); or

(iv) otherwise in any other manner, including by any committee or governance body of GIL,

in respect of any of the matters specified in **Schedule 1** ("**Reserved Matters**"), unless such matter is approved by at least 1 GMR Director and 1 ADP Director at a GIL Board (or a committee thereof) meeting or, by the representatives of both GEPL and ADP at a General Meeting. Provided, however that, the written consent of at least 1 GMR Director and 1 ADP Director shall be required in case of any Circular Resolution in respect of any Reserved Matter to be adopted by the GIL Board. The Parties agree to review and revise, on a best efforts basis, the thresholds specified in the Reserved Matters list set out in **Schedule 1** after 2 years from the Effective Date and thereafter, after every 2 years until the 16th anniversary from the Effective Date.

5.2. Notwithstanding anything contained in Article 2.1, it is hereby clarified that Reserved Matters in respect of the GIL Subsidiaries, GIL JVs or Material Subsidiary/JVs (to the extent such matter is expressly stated as applicable to GIL Subsidiaries, GIL JVs or Material Subsidiary/JVs in general and/or specifically applicable to one or more named of them under **Schedule 1**) shall be limited to the rights available to GIL through the relevant shareholders' agreements entered into by GIL or the relevant GIL Subsidiary, GIL JV or Material Subsidiary/JVs, as the case maybe, that may be exercised by GIL as a shareholder or through any directors nominated by GEPL or ADP directly or indirectly to the board of directors/committees of any GIL Subsidiary and GIL JV. In the event any Reserved Matter right (to the extent such matter is expressly stated as applicable to GIL Subsidiaries, GIL JVs or Material Subsidiary/JVs in general and/or specifically applicable to one or more named of them under **Schedule 1**) cannot be exercised at the level of any GIL Subsidiary, GIL JV or Material Subsidiary/JVs for any reason, such Reserved Matter shall be considered by the GIL Board and GEPL and ADP shall procure that the Directors nominated by them share with each other all relevant information in relation to such Reserved Matter and discuss and agree on the necessary action to be taken in relation to such Reserved Matter.

5.3. It is further agreed that any consent in relation to the Reserved Matters shall apply only in relation to the particular Reserved Matter specified in the relevant notice and shall not constitute, or be deemed to constitute in any manner, a general consent for any other Reserved Matter.

6. BUSINESS PLAN

6.1. The Parties agree that a Business Plan (including for the Material Subsidiaries/JVs) shall be adopted by GIL on the Effective Date which shall be the applicable Business Plan for a five-year period commencing from the Effective Date. Such Business Plan shall be substantially similar to the business plan adopted by the board of directors of erstwhile GMR Airports Limited and in force prior to the Effective Date.

6.2. The Business Plan and the Budget for GIL and the Material Subsidiaries/JVs shall be prepared based on the key terms set forth in **Schedule 3** of these Articles, and include details of operations, financial, capital expenditure of all assets operated at the time and other relevant targets shall be prepared/updated and approved annually for a period of five years from April 1 following its approval by the Business Plan Committee. In order to ensure that each of ADP and GEPL have adequate notice for planning purposes, GIL shall, in cooperation with GEPL and ADP and on a best effort basis, provide a ‘soft’ non-binding Budget to each of the GEPL and ADP no later than four months prior to the commencement of each Financial Year.

6.3. No later than February 15 of each year, GIL shall prepare and submit to the Business Plan Committee a draft Business Plan and Budget commencing from the immediately succeeding April 1. In the event that the Business Plan Committee is not able to reach an agreement on such Business Plan by March 1 immediately following the submission of the draft Business Plan and Budget, a Deadlock shall be deemed to have arisen. Upon a Deadlock in relation to the Business Plan or Budget, the Business Plan Committee shall refer the Deadlock to the chief executive officers of ADP and GEPL for expeditious resolution. Should the Deadlock not be resolved at least 15 days prior to the relevant April 1 from which the Business Plan or Budget is intended to apply, the matter shall be referred to the GIL Board, where the Business Plan or Budget shall be approved by a simple majority, taking in account the casting vote of the Chairperson under Article 2.8 (with the approval of at least one (1) GMR Director).

6.4. In the normal course of business, if there is any regulatory or tariff order by any Governmental Authority which is made applicable on GIL or the Material Subsidiaries/JVs, then such regulatory or tariff order shall be updated in the then applicable Business Plan and Budget within one month of such order in accordance with the process for approval of any Business Plan and Budget as set forth in these Articles. Such Business Plan and Budget shall then become the updated and approved Business Plan and updated and approved Budget for the relevant period. Further, in the event, there is any material change in the business portfolio including bidding wins, acquisitions, divestments or exits from any concession or business, the same shall be updated in the then applicable Business Plan and Budget within three months of such material change in accordance with the process for approval of any Business Plan and Budget as set forth in these Articles.

6.5. The Parties agree that the GIL Board shall be presented a comparison of GIL’s and the Material Subsidiaries/JVs’ actual operating performance with the Budget on a quarterly basis, in a format agreed with GEPL and ADP.

6.6. In the event that GIL fails to meet the Business Plan Metrics at least twice in a five-year period during which such Business Plan applies, the Parties shall mutually discuss and agree: (a) on any changes required to the key managerial personnel of the relevant GIL Subsidiary and/or GIL JV; and (b) following the expiry of a period of 10 years from the Effective Date, on any changes required to the key managerial personnel of GIL.

6.7. In the event that there is a Deadlock in relation to the approval of the Business Plan, then subject to Article 6.3, the last Business Plan approved by ADP Directors and GMR Directors shall continue to apply until the resolution of such Deadlock pursuant to Article 6.3 above, updated only to account for any regulatory changes in applicable Law.

Notwithstanding anything contained herein, in case of any Imposed Business Plan, or, in case of the application of the last Business Plan approved by ADP Directors and GMR Directors in terms of Article 6.7 hereof, for the limited purposes of determining whether monetary amounts set out for Reserved Matters are being triggered, the ‘last Budget approved by ADP’ shall refer to and be deemed to be the Budget applicable to the year during which the decision is made, provided however that, in the event there is an Imposed Business Plan, the applicable approved levels referenced in the relevant Reserved Matter shall be revised upwards by 20% in excess of the levels included in the Budget for the relevant year of the last Business Plan approved by ADP.

7. DEADLOCK

The terms and conditions in relation to a Deadlock (*as defined under the SHA*) shall be set out in in Clause 9 of the SHA.

8. EVENT OF DEFAULT

The terms and conditions in relation to an Event of Default and an ADP Put Option Trigger Event (*in each case, as defined under the SHA*) and the consequences thereof, shall be set out in Clause 10 of the SHA.

9. INFORMATION RIGHTS

9.1. Subject to applicable Law, GIL shall provide to ADP any information requested by ADP with respect to GIL and the Material Subsidiaries/JVs (to the extent GIL can procure the provision of such information) that is consistent with ADP and its main shareholder's requirements as a listed company in France and is considered reasonable by the GIL Board.

10. TRANSFER OF SECURITIES

10.1. Transfer of Securities

10.1.1. It is agreed among the Parties that during the pendency of these Articles, the GMR Group and the ADP Group shall not Transfer any or all of the Securities held in GIL to any Person other than in accordance with the terms and conditions of these Articles. It is further agreed among the Parties that any Transfer of Securities by a Shareholder shall at all times be subject to such Transfer being in compliance with applicable Law including the receipt of necessary Governmental Approvals. For abundant caution, it is clarified that (a) no Party shall Transfer any Securities to a Person which is, or which is incorporated in a jurisdiction which is, subject to Sanctions or is on a Sanctions List, through a negotiated sale process where the identity of the purchaser is known to the concerned Party, and (b) each Party shall instruct their respective stock brokers to use all reasonable endeavours not to Transfer any Securities to a Person which is, or which is incorporated in a jurisdiction which is, subject to Sanctions or is on a Sanctions List, where the Transfer is not being undertaken through a negotiated sale process and the identity of the purchaser is not known to the concerned Party.

For the purposes hereof:

"**Sanctions**" means the economic sanctions laws, regulations, embargoes or restrictive measures administered, enacted or enforced by: (A) the United States government, (B) the United Nations, (C) the European Union, (D) the United Kingdom, or (E) the respective governmental institutions and agencies of any of the foregoing, including, without limitation, the Office of Foreign Assets Control of the US Department of Treasury ("**OFAC**"), the United States Department of State, and Her Majesty's Treasury ("**HMT**") (together "**the Sanctions Authorities**").

"**Sanctions List**" means the 'Specially Designated Nationals and Blocked Persons' list maintained by OFAC, any other similar list maintained by OFAC, the Consolidated List of Financial Sanctions Targets and the Investment Ban List maintained by HMT, or any similar list maintained by, or public announcement of Sanctions designation made by, any of the Sanctions Authorities. 'Sanctions List' shall also include a Person which is incorporated in or undertakes substantial part of its business in the People's Republic of China and/or the Islamic Republic of Pakistan.

10.1.2. It is clarified that where the ADP Group or the GMR Group are entitled to purchase any Securities from another Shareholder pursuant to these Articles, then they may themselves or through their Affiliates or nominees (in whole or in part) purchase such Securities, provided, however, that such nominee shall not be a Competitor. This substitution right shall be limited to a circumstance where members of the ADP Group, or the GMR Group (as applicable), are unable to purchase the Securities directly, including on account of restrictions under applicable Law or Contracts entered into by GIL, GIL Subsidiaries or GIL JVs. Upon the exercise of such right, members of the ADP Group or the GMR Group (as applicable) and such other Person referred to above, shall act as a block and the ADP Group or the GMR Group (as applicable) shall have the sole and exclusive right to exercise all rights and remedies under these Articles.

10.1.3. Any Transfer of Securities in violation of the provisions of these Articles shall be void *ab initio* and the Parties shall do everything in their power to not recognise such Transfer or any purported transferee as a shareholder.

10.1.4. Except in cases as expressly provided herein, GEPL shall, subject to Article 10.4, at all times procure that the: (a) members of the GMR Group, collectively own at least 26% of the Share Capital (or such lower percentage as adjusted based on this Article 8.1.4) (the "**Minimum Shareholding Condition**"); and (b) members of the GMR Group (other than GEPL) retain Control of GEPL, (together, with the Minimum Shareholding Condition, the "**Control Conditions**") provided, however that the requirement to fulfil the Minimum Shareholding Condition shall be waived until 6 (six) years from the Effective Date, subject to the following conditions:

(i) at the fifth anniversary of the Effective Date, the GMR Group shall hold a minimum of 20% of the Share Capital (or such lower percentage as adjusted based on this Article 10.1.4);

(ii) if at the fifth anniversary of the Effective Date, the GMR Group holds less than 26% of the Share Capital (or such lower percentage as adjusted based on this Article 10.1.4 read with Article 10.4), then between the fifth anniversary and sixth anniversary of the Effective Date, the GMR Group shall not be permitted to Transfer any Securities held by any member of the GMR Group which reduces the GMR Group's shareholding to below 26% of the Share Capital (or such lower percentage as adjusted based on this Article 10.1.4 read with Article 10.4); and

(iii) at the 6^{th} anniversary of the Effective Date, the GMR Group shall be in compliance with the Minimum Shareholding Condition,

(the six-year period commencing from the Effective Date, the "**Waiver Period**").

By way of abundant caution, it is clarified that in the event of any further issuance of equity shares / convertible securities by GIL, merger of GIL or any other dilutive corporate actions undertaken by or of GIL (including through a qualified institutional placement or similar exercise, but except pursuant to the Capital Raise) or any other permitted Transfers by the GMR Group as specified in these Articles, the Minimum Shareholding Condition shall automatically stand reduced proportionate to the extent of dilution resulting from such event.

10.1.5. The Parties agree and acknowledge that GEPL shall immediately notify the ADP Group in the event the GMR Group ceases to comply with any Control Condition ("**Control Condition Non-fulfilment Notice**"). Without prejudice to the foregoing, ADP shall also be entitled to issue a Control Condition Non-Fulfilment Notice to GEPL if it becomes aware that the GMR Group has ceased to comply with any Control Condition. The GMR Group shall be required to cure any failure to comply with the relevant Control Condition(s) within a period of 30 Business Days from the Control Condition Non-fulfilment Notice, provided that the ADP Group holds a minimum of such percentage of the Equity Share Capital at such time which is 1% less than the minimum shareholding requirement applicable to the GMR Group at such time.

10.1.6. Notwithstanding anything contained to the contrary herein or elsewhere, it is agreed that no Shareholder shall: (A) at any time Transfer any Securities to a Competitor other than in the context of a sale of 100% of the Securities of GIL held by both Promoter Groups, or (B) Transfer any Security in breach of any Implementation Contract entered into by GIL, GIL Subsidiaries or GIL JVs (and as currently in force), unless amended with the prior approval of ADP and the GEPL in respect of the breached provision.

10.1.7. The Parties agree that the Transfer restrictions as set forth in these Articles and/or in the Articles shall not be capable of being avoided by the holding of Securities indirectly through a company or other entity (or one or more companies or entities either alone or together in any combination or under contract) that can itself (or the securities in it) be sold in order to Transfer an interest in Securities free of restrictions imposed under these Articles. Any Transfer, issuance or other Disposal of any securities (or other interest) resulting in any change in the Control, directly or indirectly, of a Shareholder, or of any Affiliate of a Shareholder which holds, directly or indirectly, any Securities, shall be treated as being a Transfer of the Securities held by such Shareholder, and the provisions of these Articles that apply in respect of the Transfer of Securities shall thereupon apply in respect of the Securities so held. For the avoidance of doubt and notwithstanding anything to the contrary:

(A) no restriction of any kind shall apply to direct or indirect transfer of securities in ADP or, subject to Article 10.1.4, to direct or indirect transfer of securities in GEPL; and

(B) GEPL shall be permitted to undertake an indirect Transfer of Securities with the prior consent of ADP (acting reasonably and in good faith), provided that, such Transfer of Securities is by a member of the GMR Group to a financial investor that is a reputed sovereign fund or pension fund or infrastructure fund or as listed in **Schedule 13** of the SHA (which list may be updated from time to time with mutual agreement between GEPL and ADP) where: (a) GEPL discloses to ADP the rights and entitlements in respect of the management and governance of GIL being shared with such investor transferee; (b) such management and governance rights of such transferee does or shall not adversely impact the rights of ADP in respect of the management and governance of GIL, and (c) the GMR Shareholders continue to hold Beneficial Ownership of at least 10% of the Share Capital in GIL.

10.1.8. Nothing contained in this Article 10 shall apply to any Transfer of Securities: (a) pursuant to the exercise of any rights of invocation of a Lien on the Securities of any Shareholder, *provided that* the acquirer of such Securities shall not be entitled to any rights of the transferring Shareholder or its Group under these Articles, and shall only be entitled to rights available to an ordinary shareholder under Law; and (b) to an Affiliate (provided that such Affiliate is not a Competitor) of the relevant Promoter Group, provided that such Affiliate executes a Deed of Adherence.

10.1.9. ADP agrees that it shall comply with the Agreed Equity Shareholding Ratio at all times, provided, however that,

(A) ADP's obligation under this Article 10.1.9 shall cease to apply in the event that: (I) the FCCBs or the OCRPS have been converted into Equity Shares as a consequence of a default under the FCCB Transaction Documents, or as permitted therein, or in accordance with the OCRPS Subscription Agreement, (II) the OCRPS are automatically converted in Equity Shares on account of ADP holding such OCRPS as on the date falling 35 business days prior to the date of expiry of the 20-year tenure of the OCRPS, (III) ADP exercises its ADP Put Option in accordance with the SHA, or (IV) upon the GMR Group failing to comply with the Minimum Shareholding Condition in accordance with and subject to Article 10.1.4 read with Article 10.4.

It is understood and agreed that if the GMR Group is not in compliance with the Minimum Shareholding Condition during the Waiver Period, ADP shall not be: (a) required to sell any Securities for purposes of complying with the Agreed Equity Shareholding Ratio during such period; and (b) permitted (directly or indirectly, or through nominees) to purchase or otherwise acquire additional Securities in GIL or in any manner (directly or indirectly) to increase its holding of Equity Shares.

(B) the GMR Group shall be permitted to Transfer the Securities held by them in GIL despite such Transfer resulting in ADP's failure to comply with the Agreed Equity Shareholding Ratio (provided that such Transfer, after the Minimum Shareholding Condition becoming applicable, does not result in the GMR Group breaching the Minimum Shareholding Condition in accordance with Article 10.1.4 read with Article 10.4) ("**AESC Flout Sale**"), provided that GEPL shall endeavour to increase the GMR Group's ownership of the Share Capital to enable the ADP Group to comply with the Agreed Equity Shareholding Ratio within a period of 24 months from such AESC Flout Sale ("**AESC Threshold Increase Period**").

During the AESC Threshold Increase Period, ADP shall not be construed to be in breach of its obligation under this Article 10.1.9 if it is unable to comply with the Agreed Equity

Shareholding Ratio solely on account of an AESC Flout Sale and to the extent of its inability to comply with the Agreed Equity Shareholding Ratio on account of an AESC Flout Sale. It is clarified that if the GMR Group is unable to increase the GMR Group's ownership of the Share Capital to enable the ADP Group to comply with the Agreed Equity Shareholding Ratio within the AESC Threshold Increase Period, then ADP shall be required within a period of 24 months from the expiry of the AESC Threshold Increase Period to Transfer such number of Equity Shares in GIL to any third party, as is required to ensure compliance with the Agreed Equity Shareholding Ratio. It is agreed that in undertaking this sale, ADP and GEPL shall in the first instance seek to undertake a Transfer of Securities from ADP to GEPL to the extent required to meet the Agreed Equity Shareholding Ratio. In the event that such sale by ADP to GEPL is not completed for any reason within a period of 60 days from initiation of a discussion for such sale between ADP and GEPL, ADP shall undertake such sale to any third party (other than a Competitor) and GEPL shall provide all necessary assistance and cooperation to the ADP Group as may be reasonably required by the ADP Group, upon such request by ADP, for Transfer of such Securities by the ADP Group to a third party.

10.1.10. Notwithstanding anything contained in these Articles, ADP shall have the right to: (a) Transfer the FCCBs in accordance with the terms and conditions set forth in the FCCB Transaction Documents; and (b) convert the OCRPS in accordance with the terms and conditions set forth in the OCRPS Subscription Agreement. It is understood and agreed that any Transfer of the OCRPS shall be subject to Articles 10.1.1, 10.1.2, 10.1.3, 10.1.6, 10.1.7, 10.1.8, 10.3 and 10.4.

10.2. **Coordinated Sale Process**

10.2.1. In the event that any member of a Promoter Group (a "**Transferring Shareholder**") proposes to Transfer any or all of the Securities held by it to a third Person (a "**Third Party Purchaser**"), the Transferring Shareholder shall first deliver a written notice (a "**Coordinated Sale Notice**") to the ADP Group or GEPL, as applicable (the "**Non-Transferring Shareholder**") (it being understood and agreed that the provisions of this Article 10.2 shall not apply in the event that (A) the Transferring Shareholder proposes to Transfer Securities for purposes of maintaining the Agreed Equity Shareholding Ratio, or (B) the GMR Group as the Transferring Shareholder proposes to Transfer: (a) Securities to its Affiliate(s), (b) Securities to lenders, creditors or to whom any financial commitment is owed by the GMR Group member pursuant to the terms of the agreement under which such loan or credit was availed or financial commitment assumed, or (c) Securities aggregating to 3% or less of the Share Capital to a third Person) that they propose a coordinated sale process to be initiated in respect of a portion of the Equity Shares held by each Promoter Group (the "**Coordinated Sale Process**").

10.2.2. Within a period of 30 days of the date of receipt of the Coordinated Sale Notice, the Non-Transferring Shareholder shall issue a notice to the Transferring Shareholder either: (a) confirming their intention to pursue a Coordinated Sale Process, in which case, the Promoter Groups shall endeavour in good faith to agree the basis and terms upon which such Coordinated Sale Process shall proceed; or (b) notifying the Transferring Shareholder that they do not intend to participate in a Coordinated Sale Process.

10.2.3. If the Promoter Groups are unable to agree the basis and terms upon which a Coordinated Sale Process should proceed within a period of three months from the date on which the Non-Transferring Shareholder issues a notice under Article 10.2.2(a), or if the Non-Transferring Shareholder issues a notice under Article 10.2.2(b), or if no response is received from the Non-Transferring Shareholder within the 30-day period prescribed under Article 10.2.1, then Article 10.3 shall apply.

10.3. **Right of First Offer**

10.3.1. Upon the occurrence of any event under Article 10.2.3, the Transferring Shareholder shall deliver a written notice ("**ROFO Notice**") to the Non-Transferring Shareholder (it being understood and agreed that the provisions of this Article 10.3 shall not apply in the event that (A) the Transferring Shareholder proposes to Transfer Securities for purposes of maintaining the Agreed Equity Shareholding Ratio, or (B) the GMR Group as the Transferring Shareholder proposes to Transfer: (a) Securities to its

Affiliate(s), (b) Securities to lenders, creditors or to whom any financial commitment is owed by the GMR Group member pursuant to the terms of the agreement under which such loan or credit was availed or financial commitment assumed, or (c) Securities aggregating to 3% or less of the Share Capital to a third Person):

(i) specifying the number of Securities proposed to be Transferred by the Transferring Shareholder to the Third Party Purchaser ("**Transfer Securities**"); and

(ii) offering to the Non-Transferring Shareholder an opportunity to make an offer to purchase any or all of the Transfer Securities (either directly, or through any third party nominated by it, not being a Competitor ("**Nominee Purchaser**")) ("**ROFO**").

10.3.2. If the Non-Transferring Shareholder wishes to purchase (either directly, or through a Nominee Purchaser) all and not less than all of the Transfer Securities, it shall deliver a written notice (the "**Exercise Notice**") to the Transferring Shareholder within a period of 30 Business Days from the ROFO Notice specifying the price at which the Non-Transferring Shareholder or the Nominee Purchaser (as applicable) is willing to purchase the Transfer Securities ("**ROFO Price**").

10.3.3. If the Non-Transferring Shareholder delivers an Exercise Notice within the specified time period and the Transferring Shareholder accepts the ROFO Price, the Transferring Shareholder shall by a notice to the Non-Transferring Shareholder communicate such acceptance to the Non-Transferring Shareholder ("**ROFO Acceptance Notice**"). The Parties hereby agree that the Transfer of the Transfer Securities shall be completed within a period of 90 days from date of issuance of the ROFO Acceptance Notice or such extended period as may be required for the Non-Transferring Shareholder or the Nominee Purchaser (as applicable) to obtain necessary consents and Governmental Approvals (if any).

10.3.4. If: (i) the Non-Transferring Shareholder fails to deliver the Exercise Notice within the specified time period; (ii) the Transferring Shareholder accepts the ROFO Price, but the Transfer of the Transfer Securities is not completed within the 90-day or extended period; the Transferring Shareholder shall be entitled to Transfer the Transfer Securities subject to the applicable restrictions on Transfer pursuant to these Articles, provided that, if completion of the sale and Transfer of the Transfer Securities to the Third Party Purchaser is not completed within the period of 90 days (or any longer period necessary for the completion of the transaction if the Third Party Purchaser must obtain consents or Governmental Approvals for the completion of the transaction), the Transferring Shareholder's right to sell and Transfer the Transfer Securities to such Third Party Purchaser shall lapse, and the provisions of Article 10.2 shall once again apply to all the Securities held by the Transferring Shareholder (including the Transfer Securities).

10.3.5. If the Transferring Shareholder declines to accept the ROFO Price (if the ROFO has been validly exercised), the Transferring Shareholder shall be entitled to Transfer the Transfer Securities subject to the applicable restrictions on Transfer pursuant to these Articles, but at a price which is higher by at least 2% than the ROFO Price to a Third Party Purchaser, provided that, if completion of the sale and Transfer of the Transfer Securities to the Third Party Purchaser is not completed within the period of 90 days (or any longer period necessary for the completion of the transaction if the Third Party Purchaser must obtain consents or Approvals for the completion of the transaction), the Transferring Shareholder's right to sell and Transfer the Transfer Securities to such Third Party Purchaser shall lapse, and the provisions of Article 10.2 shall once again apply to all the Securities held by the Transferring Shareholder (including the Transfer Securities).

10.4. **Permitted Transfer**

10.4.1. Notwithstanding any contained to the contrary in these Articles or otherwise, nothing in these Articles shall restrict, limit or impede in any manner, a Promoter Group from Transferring: (a) Securities to its Affiliate(s), (b) Securities to lenders, creditors or to whom any financial commitment is owed by the relevant Promoter Group pursuant to the terms of the agreement under which such loan or credit was availed or financial commitment assumed, or (c) Securities to a third Person up to 3% of the Share Capital.

10.4.2. At any time after the Minimum Shareholding Condition becoming applicable, if upon the GMR Group Transferring up to 3% of the Share Capital at any time, the ownership of the GMR Group of the Share Capital reduces below the Minimum Shareholding Condition, then GEPL shall endeavour to increase the GMR Group's ownership of the Share Capital to meet the Minimum Shareholding Condition within a period of 24 months ("**Threshold Shareholding Increase Period**"). It shall be deemed that the GMR Group shall not be in breach of the Minimum Shareholding Condition until the expiry of the Threshold Shareholding Increase Period, unless upon the expiry of the Threshold Shareholding Increase Period, it has failed to increase the GMR Group's ownership of Share Capital to the Minimum Shareholding Condition.

10.4.3. If, upon the Minimum Shareholding Condition becoming applicable, GMR Group is, within Threshold Shareholding Increase Period:

(A) able to increase the GMR Group's ownership of Share Capital to the Minimum Shareholding Condition but is unable to increase the GMR Group's ownership of the Share Capital to enable the ADP Group to comply with the Agreed Equity Shareholding Ratio, then the consequences set out in Article 10.1.9(B) shall apply and ADP shall be required within a period of 24 months from the expiry of the AESC Threshold Increase Period to Transfer such number of Equity Shares in GIL, as is required to ensure compliance with the Agreed Equity Shareholding Ratio in a manner similar to the mechanism set out in Article 10.1.9(B).

(B) the GMR Group is unable to increase the GMR Group's ownership of Share Capital to the Minimum Shareholding Condition, then ADP's obligation to comply with the Agreed Equity Shareholding Ratio shall cease to apply in accordance with Article 10.1.9(A)(IV).

10.4.4. Upon the increase of the GMR Group's ownership of Share Capital to the Minimum Shareholding Condition pursuant to the Article 10.4.3(A) above, the GMR Group shall not be permitted to reduce its ownership in the Share Capital below the Minimum Shareholding Condition, for a period of 9 months from the expiry of the Threshold Shareholding Increase Period.

11. DIVIDENDS

Subject to the Business Plan and the Budget, the Parties agree to adopt a dividend policy for GIL, GIL Subsidiaries and GIL JVs that is based on the principle of dividend maximisation, subject to applicable Law (in the case of GIL Subsidiaries and GIL JVs, subject to the limitations set out in Article 4.4 and 5.2).

12. FUNDING

12.1. Subject to Article 12.1, no Shareholder shall be required to subscribe for any further Securities or to provide any additional funding for GIL (or guarantees or indemnities on behalf of GIL) which, for the avoidance of doubt, shall include any additional funding by way of loan note subscriptions or required to increase the working capital requirements of any project company. GIL, the GIL Subsidiaries or the GIL JVs may only issue or allot Securities with the requisite agreement of all the Parties (in the case of GIL Subsidiaries and GIL JVs, subject to the limitations set out in Articles 4.4 and 5.2).

12.2. If GIL requires further funding in the reasonable opinion of the board of directors of the relevant company, such additional funding shall preferably be first financed by available cash of the relevant company or sought by means of additional debt finance. In the event that an issuance of new Securities is needed (which at all times is subject to the approval of each of GEPL and ADP), each Shareholder shall have the right to subscribe to such issuance in proportion to its shareholding in the relevant company and shall have a priority right to subscribe for the portion of the issuance which has not been subscribed for by the other Shareholders.

13. TRANSFER OF RIGHTS AND DEED OF ADHERENCE

13.1. Notwithstanding anything contained in these Articles, at any time following the Effective Date, upon the GMR Shareholders or the ADP Shareholders ceasing to hold Beneficial Ownership of at least 10% of the Share Capital (the Promoter Group of such Shareholder, the "**Diluted Promoter Group**"), then, without the requirement of any further action from any Party, (A) all rights, powers and entitlements of the Diluted Promoter Group under these Articles in respect of the Securities held by such Diluted Promoter Group, shall automatically stand vested with the other Promoter Group, and (B) all rights, powers and entitlements of the Diluted Promoter Group under these Articles in respect of the Securities held by such Diluted Promoter Group shall cease to be exercisable by such Diluted Promoter Group and shall be exercisable by the other Promoter Group. For the avoidance of doubt, it is hereby clarified that, unless otherwise agreed elsewhere in these Articles, all obligations of the Diluted Promoter Group under these Articles shall remain with such Promoter Group until the termination of these Articles. For avoidance of doubt, it is clarified that, notwithstanding anything contained to the contrary herein or elsewhere, the GMR Group shall continue to have management Control over GIL until the GMR Shareholders hold Beneficial Ownership of at least 10% of the Share Capital in GIL.

13.2. The Parties agree that any Person who acquires all (and not less than all) the Securities held by a Promoter Group in accordance with these Articles and enters into a Deed of Adherence shall be entitled to all rights of the transferring Promoter Group.

14. CONFIDENTIALITY

The terms and conditions in relation to confidentiality obligations of the Parties shall be set out in Clause 22 of the SHA.

15. GOVERNING LAW AND DISPUTE RESOLUTION

15.1. These Articles and any non-contractual obligations arising out of or in connection with these Articles shall be governed by and construed in accordance with the laws of the Republic of India.

15.2. Other than in the event of a Deadlock, all disputes, controversies or claims arising out of or in connection with these Articles, including the breach, termination or invalidity thereof ("**Dispute**"), shall be referred to and finally settled under the Rules of the London Court of International Arbitration ("**LCIA Rules**"), which LCIA Rules are deemed to be incorporated by reference into this Article. The arbitration tribunal shall be composed of three arbitrators, the two Parties in dispute shall each be entitled to nominate one arbitrator in each case within the time periods set out in the LCIA Rules and the third arbitrator being nominated by agreement of the Party-nominated arbitrators within 30 days of the confirmation of the appointment of the second arbitrator. The venue and seat of the arbitration shall be London and the arbitral proceedings shall be conducted in the English language. Any award of the arbitral tribunal may be entered into judgment and enforced by any court having jurisdiction.

15.3. The Parties hereby agree and acknowledge that the arbitration award granted in accordance with this Article 15 shall be final and binding and conclusive upon the Parties. In the event of a dispute arising from or relating to these Articles or the breach thereof, the Party prevailing in such dispute shall be entitled to recover all reasonable attorneys' fees and expenses and arbitral and arbitral-related costs.

16. PAYMENTS

16.1. Without prejudice to Article 16.3 and subject to applicable Law, a Shareholder shall be entitled to designate any Person to receive any payment to which it would otherwise be entitled under the terms of these Articles provided that if any Shareholder designates another Person to receive payment, the payer is not subject to any incremental costs and/or liability (including any Tax liabilities) by reason of payment to such designated Person instead of the relevant Shareholder.

16.2. In the event that any payment to a Shareholder under these Articles requires any Governmental Approval, the other Parties shall provide all reasonable assistance to that Shareholder required in connection with obtaining such Governmental Approval, including supplying any information and documentation that may be requested by any Governmental Authority.

16.3. If the payment of any amount due to any Shareholder under these Articles requires the approval of a Governmental Authority under applicable Law, the Party liable to pay such amount shall:

(i) pay to the relevant Shareholder the maximum amount permitted to be paid without such approval under applicable Law;

(ii) remain liable to pay the remainder to the relevant Shareholder as liquidated damages; and

(iii) take all necessary steps, including procurement of requisite approvals from Governmental Authorities, to pay such liquidated damages to the relevant Shareholder as soon as possible.

17. NOTICES

17.1. Any notice in connection with these Articles to GEPL and its Affiliates and ADP and its Affiliates shall be given to such addresses as intimated by them to the Company from time to time.

SCHEDULE 1 – RESERVED MATTERS

S. No.	Reserved Matter
1.	***Corporate Affairs***
(a)	Any amendment to the memorandum of association or of the articles of association or other constitutional documents of GIL, or any GIL Subsidiary or GIL JV.
(b)	The incorporation of any new legal entity or the acquisition, purchase, sale or transfer of any legal entity, business or activity.
(c)	The entry into of any joint venture or any merger, spin-off, demerger, consolidation, reorganisation, restructuring, transfer of a branch of activity, involving GIL or any GIL Subsidiary or GIL JV.
(d)	The listing of securities of any GIL Subsidiary or GIL JV.
(e)	Any capital raise by GIL, including the Capital Raise, and any decisions in relation to such Capital raise, including selection of bankers or other intermediaries, consultants and advisors.
(f)	Any voluntary arrangement entered into by GIL or any GIL Subsidiary or GIL JV with its creditors or the filing for creditor protection procedures, pre-insolvency or insolvency, debt restructuring or resolution plan with respect to any loans or facilities (provided such loans or facilities have an impact of more than the higher of 1% or INR200 crore on the net debt of GIL on a consolidated basis), liquidation, corporate insolvency resolution, dissolution or winding up etc. of GIL or of any GIL Subsidiary or GIL JV, or any other similar procedures.
(g)	The acquisition, sale, transfer, lease or licence of any asset or business (including any acquisition/sale/transfer of shares, securities, business, shareholder loan etc.) by GIL or any GIL Subsidiary or GIL JV, other than as expressly provided in the last Budget approved by ADP, or if not provided in the last Budget approved by ADP, in excess of INR75 crore.
(h)	The acquisition for a consideration in excess of INR70 crore or disposal for a consideration in excess of INR150 crore of any freehold or leasehold interests by GIL or of any GIL Subsidiary or GIL JV, other than as expressly provided in the last Budget approved by ADP.
(i)	The initiation of any claim, dispute, litigation, arbitration or mediation proceedings (other than debt collection in the ordinary course of trading), or the settlement or waiver of any right in connection therewith by GIL or of any GIL Subsidiary or GIL JV, including paying, discharging, settling or satisfying any material claims, liabilities or obligations or proceedings for payments in excess of INR50 crore other than payment, discharge, settlement or satisfaction, in the ordinary course of business consistent with past practice.
(j)	Any diversification or any change of the activity or Business of GIL or of any GIL Subsidiary or GIL JV and any sale or interruption of the main activity of GIL of any GIL Subsidiary or GIL JV, other than as expressly provided in the last Budget approved by ADP.
(k)	Any fixed asset investment or capital expenditure by GIL or any GIL Subsidiary or GIL JV for a value in excess of INR75 crore above the last Budget approved by ADP.
(l)	Delisting of GIL.
(m)	Material amendment to the powers and duties of the CEO, CFO or COO or other key positions.
(n)	Any increase or decrease in the size of the board of directors of GIL or the Material Subsidiaries/JVs.
(o)	Any agreement involving, directly or indirectly, any of GIL or any GIL Subsidiary or GIL JV on one hand, and any of its direct or indirect officers, shareholders or affiliate company or any person related to the latter (other than arrangements between GIL and the GIL Subsidiaries or GIL JVs) for a value in excess of INR25 crore above the last Budget approved by ADP.
(p)	Any amendment having a value in excess of INR70 crore to any airport concession or any other concession of any nature, where GIL or any of the GIL Subsidiary or GIL JV is the Concessionaire, other than pursuant to the last Budget approved by ADP.
(q)	Related Party Transactions involving Raxa Security Services Limited, other than existing contracts or renewals with less than a 10% annual escalation.
(r)	Any amendment, termination, cancellation, renewal, settlement or modification of any liabilities of GIL in respect of GMR Rajahmundry Energy Limited or the GPUIL Group Debt or initiating,

S. No.	Reserved Matter
	defending or settling any proceedings in relation to GMR Rajahmundry Energy Limited or the GPUIL Group Debt.
(s)	Any annual reports or offer documents issued to the public, to any Stock Exchange or to any Governmental Authority in relation to GIL, GIL Subsidiaries of GIL JVs.
(t)	Any redemption of FCCBs initially subscribed to by ADP or its Affiliates or any decisions in respect of the FCCBs or any changes to the terms of the FCCBs, including in respect of interest on FCCBs or any type of refinancing or cancellation of the FCCBs, in each case, irrespective of whether ADP or its Affiliates are the holder of the FCCBs.
2.	***Capital Structure***
(a)	Any variation having a value in excess of INR70 crore in the Share Capital of GIL or the GIL Subsidiaries or GIL JVs that is not wholly-owned, or any issuance of debt instrument over INR70 crore other than expressly provided by the last Budget approved by ADP.
(b)	Any amendment to or any issuance of new preferred shares, options, warrants, bonds, free shares, or any other rights or Securities giving access or right to subscribe for or convert into shares of GIL, GIL Subsidiaries or GIL JVs.
(c)	Issuance, cancellation, repurchase, redemption or reduction or buy-back of any Securities in GIL or the GIL Subsidiaries or GIL JVs.
(d)	The declaration or payment of any dividend (interim or final) or other payment out of distributable reserves or premiums or amounts in relation to any shares in GIL not in consonance with the agreed dividend policy, or more generally by any subsidiary that is not wholly-owned.
(e)	Entering into agreements relating to financing or refinancing (over and above the ones expressly provided by the last Budget approved by ADP, including the key terms and conditions of such borrowings), any decision by GIL or any GIL Subsidiary or GIL JV to incur, increase or amend the terms and conditions (including any prepayment) of any borrowing or indebtedness which are in excess of INR200 crore.
(f)	Entering into, termination, cancelation, renewal or modification of any security, pledge, guarantee or off-balance sheet commitments or other similar agreements which could imply a commitment of GIL or any GIL Subsidiary or GIL JV exceeding individually, or in the aggregate on a 12-month period, INR75 crore (other than in relation to the supply of goods or services in the normal course of trading).
(g)	The subscription or granting of any loans (including shareholder loan) or credit by GIL or any GIL Subsidiary or GIL JV (other than those provided by the last Budget approved by ADP, including the key terms and conditions of such borrowings or grant of credits if in the ordinary course of business) of over INR50 crore and excluding transactions between GIL and GIL Subsidiaries.
(h)	Any material change in the treasury policy of any of the GIL Subsidiaries or GIL JVs.
3.	***Business Activities***
(a)	The incurring of any capital expenditure commitment in excess of INR75 crore by GIL or any GIL Subsidiary or GIL JV, other than as expressly provided in the last Budget approved by ADP.
(b)	Approval of any major changes in the accounting policies
(c)	The granting by GIL or any GIL Subsidiary or GIL JV of any performance bonds, encumbrances, sureties, endorsements, deposits other than in the ordinary course of business or already authorised pursuant to the items above.
(d)	Any decision which would be an Event of Default as defined under the SHA.
(e)	Any strategic partnership with a third party or any significant change in the business of GIL or any GIL Subsidiary or GIL JV where the contract value or contractual liability is in excess of INR75 crore, other than as expressly provided in the last Budget approved by ADP.
(f)	Entry into, amendment or termination of any joint venture agreements where the contract value or contractual liability is in excess of INR50 crore (if not already provided in the last Budget approved by ADP.
4.	***General***
(a)	Entering into any binding agreement or arrangement in relation to any foregoing matters.

SCHEDULE 2 – ROLES AND RESPONSIBILITIES OF THE DEPUTY CHIEF EXECUTIVE OFFICER

The position of the deputy chief executive officer of GIL will report to chief executive officer (CEO) of GIL. The incumbent will be responsible for participating in formulation of strategies to enable operating plans and support the business operations of various businesses in Airports sectors by focusing upon:

A) Perform Consultative, Supportive roles to CEO and participate in the following councils:
   - IT Council and digitization road-map
   - Commercial, Joint Ventures & Adjacencies Council
   - Airline Marketing Council
   - Management Committee reviews, including all material investment, financing, supplier or construction contracts and for any transfer, disposal or acquisition of material assets. This should in any case comprise of:
     - GIL business committee
     - GHIAL business committee
     - DIAL business committee
     - Any other new airport business committee, as agreed between the parties
   - New business development, portfolio enhancement, new revenue streams and value creation for existing Airports

B) Be Responsible and Accountable for:
   - Having oversight on business planning processes
   - Focus on competency development and Aviation Academy
   - Sustainability initiatives
   - Build international partnerships in the Airport sector
   - Suggest improvement areas in Operations, Business Development, Commercial and Passenger Experience

C) Be informed of
   - Delegation of powers given by the CEO to other management people
   - Nomination of the directors of the boards of non material subsidiaries

D) For new Airports, be responsible for:
   - Commercial readiness
   - Scale-up systems and processes
   - Setting-up and ramping-up teams and Talent Development
   - Collaborate with Project Development team to commission new Airports
   - Play Supportive roles in new bids

The incumbent will collaborate with business leaders and key stakeholders to identify opportunities for simplifying the processes, accelerating our positive impact to passengers and enhance their experience and building high quality, scalable and sustainable business processes. He will have the ability to request, in agreement with the CEO, specific audit (internal or external) on any business processes of the group companies. He will be responsible for identifying transformation projects, develop roadmap and value cases for such interventions and driving the transformational changes in GIL through effective change in management.

Detailed RASCI, shall be prepared in context of roles played by other stakeholders and shall be mutually agreed among the Parties in due course.

SCHEDULE 3 – BUSINESS PLAN AND BUDGET

Requirements of Business Plan

- Business Plan shall be prepared in accordance with Ind AS and include the following:

  - Background Models: Traffic/KPI based financial models of all the Material Subsidiaries/JVs prepared on an Indian generally accepted accounting principles ("**IGAAP**") basis and projected financial statements (including cash flow, profit and loss and balance sheet). Translation or recasting of IGAAP plans on an IndAS basis, with specific assumptions on the inter company transactions and other accounting treatments.
  - Consolidated GIL: Consolidation of financial statements derived from background models in accordance with accounting consolidation methodology used in annual accounts.
  - Solo GIL: Standalone financial statement projections of GIL including forecasts for contributions to/from assets (capital infusions, dividends (the Parties agree that dividends as assumed in such Solo GIL model would not have any bearing on the final dividend distribution or Business Plan Metrics), fees, shareholder loan repayments).
  - KPIs: Summary of certain asset based KPI forecasts (debt ratios, SPPs, RE KPIs, etc.) as well as consolidated KPI forecasts (ROE, ROCE, FFO, debt metrics etc.).

- Business Plan file shall include projections for all years until expiry of latest concession of GIL. However, shareholder determination mechanism (Business Plan as defined in these Articles) will focus on each upcoming five years.

- Business Plan shall include historical performance of at least past three years with sufficient details.

- Budget targets shall be driven from approved Business Plan.

Requirements of Budget

- Each Budget of GIL and the Material Subsidiaries/JVs shall be prepared annually, with the following information shown on a monthly basis:

  - Detailed information about budgets of the Material Subsidiaries/JVs
  - Key financial statements and material KPIs, on a monthly basis

- In addition, the Budget will also provide the following:
  - Explanations of key assumptions
  - A risk matrix and downside/upside scenario analysis

- Fiscal Year Budget: A bottom-up detailed budget shall be approved before March 31 of each year to serve as the Budget of next Financial Year. Main targets of the Budget shall be derived from the approved Business Plan.

- Soft Budget: In order to address ADP budget requirements a brief non-binding Budget shall be prepared, on a best effort basis, jointly with co-operation of both GIL and ADP, before end of November of each year covering January to December of the following year. For preparation of the soft Budget most up to date and accurate version of the Business Plan shall be used.

- Monthly Analysis: Following each month-end, GIL shall prepare an actual/Budget analysis using IGAAP basis with explanations of variances and revised year end estimation according to actualizations.

- Mid-Year Review: According to findings derived from monthly analysis, Business Plan Committee shall make a mid-year review before 15th January and decide whether an update to Fiscal Year Budget or Business Plan is required or not.

- GIL will make sure that the Material Subsidiaries/JVs will send draft budget sufficiently in advance so that no voting by GIL at asset/subsidiary level can be performed without the prior approval of ADP through the Business Plan Committee

SCHEDULE 4 – GIL SUBSIDIARIES/JVs

Part A – GIL Subsidiaries

GIL – Direct Subsidiaries

1. GMR Infra Developers Limited
2. Raxa Security Services Limited
3. GMR Corporate Affairs Limited
4. GMR Corporate Centre Limited#

GIL – Indirect Subsidiaries

1. GMR Airports Limited
2. GMR Business Process and Services Private Limited
3. Delhi International Airport Limited ("**DIAL**")
4. GMR Hyderabad International Airport Limited ("**GHIAL**")
5. GMR Nagpur International Airport Limited
6. GMR Airports (Mauritius) Limited#
7. GMR Kannur Duty Free Services Limited
8. GMR Goa International Airport Limited ("**GGIAL**")
9. GMR Airports International B.V. ("**GAIBV**")
10. GMR Airport Developers Limited
11. GMR Hospitality Limited
12. GMR Airports Netherlands B.V. ("**GANBV**")
13. GMR Visakhapatnam International Airport Limited ("**GVIAL**")
14. Delhi Airport Parking Services Private Limited
15. Delhi Duty Free Services Private Limited
16. GMR Airports Singapore Pte. Ltd.
17. GMR Airports Greece Single Member SA
18. GMR Hospitality and Retail Limited
19. GMR Air Cargo and Aerospace Engineering Limited
20. GMR Aero Technic Limited
21. GMR Hyderabad Aerotropolis Limited
22. GMR Hyderabad Aviation SEZ Limited
23. GMR Hyderabad Airport Assets Limited
24. PT Angkasa Pura Aviasi

Under the process of winding up/strike off.

Part B – GIL JVs**

	DIAL JVs	Shareholding Percentage of DIAL
(i)	Celebi Delhi Cargo Terminal Management India Private Limited	26
(ii)	TIM Delhi Airport Advertising Private Limited	49.9
(iii)	Delhi Aviation Fuel Facility Private Limited	26
(iv)	Travel Food Services (Delhi Terminal 3) Private Limited	40
(v)	Delhi Aviation Services Private Limited	50
(vi)	Digi Yatra Foundation	14.8 % by DIAL and 14.8% by GHIAL

*** For the purposes of this Agreement, GMR Bajoli Holi Hydropower Private Limited (wherein DIAL holds 20.86% shares) would not be considered as a GIL JV.*

	GHIAL JVs	Shareholding Percentage of GHIAL / its Subs
(i)	Laqshya Hyderabad Airport Media Private Limited	49
(ii)	ESR GMR Logistics Private limited (JV of GMR Hyderabad Aerotropolis Limited)	30

	GAIBV JVs	Shareholding Percentage of GAIBV
(i)	GMR Megawide Cebu Airport Corporation, Philippines (GMCAC)	33.33%
(ii)	Megawide GMR Construction Joint Venture Inc.	50
(iii)	Globemerchant, Inc	33.33 % (held through GMCAC which holds 100% in Globemerchant)

	GMCAC JVs	Shareholding Percentage of GMCAC
(i)	SSP – Mactan Cebu Corporation	50%
(ii)	Mactan Travel Retail Group Corporation	50%

	Other JV	Shareholding Percentage of GIL
(i)	Heraklion Crete International Airport S.A	21.64 % by GMR Airport Greece SMSA

We, the several persons whose names and addresses are hereunder subscribed below are desirous of being formed into a Company in pursuance of these Articles of Association

Sl. No.	Names, Address, and occupation of the Subscribers	Signature of subscribers	Signature of witness and his name address, description and occupation
1.	GRANDHI MALLIKARJUNA RAO S/o. G. China Sanyasi Raju 8-2-621/1/F. Road No. 10 Banjara Hills, Hyderabad Occupation : Business	Sd/-	
2	G. VARALAKSHMI W/o Grandhi Mallikarjuna Rao 8-2-621/1/f, Road No. 10 Banjara Hills Hyderabad Occupation: Housewife	Sd/-	
3	BODA VENKATA NAGESWARA RAO S/o B. Venkateswara Rao H. No. 1-10-1/249/1, Shook Nagar Extension, Hyderabad- 500 020 Occupation: Business	Sd/-	
4	BODA VISALAKSHI W/o B.V. Nageswara Rao H. No. 1-10-1/249/1, Ashok Nagar Extension, Hyderabad- 500 020 Occupation: Housewife	Sd/-	Sd/ K. Srinivasa Rao S/o K. Venkateswara Rao 1408, Babu Khan Estate, Basher Bagh Hyderabad 500 001 Chartered Accountants
5	OBBLISETTI BANGARU RAJU S/o. Neelachalam Plot No. 7, Suryanagar Karkana Hyderabad Occupation : Business	Sd/-	
6	OBBLISETTI SANTHI W/o O. Bangaru Raju Plot No. 7, Suryanagar Karkana Hyderabad Occupation: Housewife	Sd/-	
7	S.S.N. MURTHY S/o S. Narasimha Murthy C/o GMR Vasavi Industries Ltd. Opp. Grameen Bank 'A' Colony Srikakulam- 532 001 Occupation: Business	Sd/-	

Dated this 25th day of April 1996 at Hyderabad

K. S. Rao & Co.
Chartered Accountants
2nd Floor, 10/2 Khivraj
Mansion, Kasturba Road
Bengaluru – 560001, India

Manohar Chowdhry & Associates.
Chartered Accountants
Plot no -191/56,
Near Devinder Vihar,
Gurgaon(Haryana) – 122011

Independent Auditor's Report

To the Members of GMR Airports Limited

Report on the Audit of the Standalone Financial Statements
Qualified Opinion

1. We have audited the accompanying standalone financial statements of GMR Airports Limited (the "Company"), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information. (Here in after referred to as "financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid standalonefinancial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023 and its loss (including other comprehensive income), its cash flows and the changes in equity for the year endedon that date.

Basis for Qualified Opinion

3. As detailed in note 49 to the Standalone financial statements, the Company has issued Bonus Compulsory Convertible Preference Shares Series A, Series B, Series C and Series D (hereinafter together referred as "Bonus CCPS") to shareholders of the Company pursuant to the terms of the Shareholders' Agreement entered between the shareholders of the Company, the Company and Aéroports de Paris S.A which are being carried at face value. In our opinion, basis the terms of such Bonus CCPS, the accounting treatment is not in accordance with Ind AS 109, Financial Instruments, as the liability towards these Bonus CCPS should be recognized at their fair value. Had the Company applied the appropriate accounting treatment for these Bonus CCPS, 'Other equity' would have been lower by Rs. 497.34 crores and 'Other financial liability' would have been higher by Rs. 497.34 crores as at 31 March 2023.

4. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matter

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

K.S. RAO & CO. Chartered Accountants BENGALURU

Manohar Chowdhry & Associates Chartered Accountants

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6. In addition to the matters described in the Basis for Qualified Opinion section, we have determined the matter described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key auditmatter
Fair value measurement of investments in equity shares and estimation of provision on optionally convertible debentures (Refer note no. 4.1 (b), 4.1 (e) and 4.1 (f) for the accounting policy and note no. 11 and 42 for the related disclosures)	
As at 31 March 2023, the Company has investments in unquoted equity shares of its subsidiaries and joint venture amounting to INR 46,948.25 crores which are carried at fair value and investments in optionally convertible debentures ('OCD') of one of the subsidiary amounting to INR 92.56 crores which are carried at amortized cost. Determining the fair value of such unquoted investments and the provision as per Ind AS 109 'Financial Instruments' on the OCDs is determined by applying valuation techniques which has been performed by independent valuation experts, applying applicable valuation methodologies. The determination of fair values/ provision on OCDs involves significant management assumptions, judgements and estimates which include unobservable inputs such as future cash flows and judgments with respect to estimation of passenger traffic Air traffic movement and rates, future outcomes of ongoing litigations as detailed in note 57 of the accompanying standalone financial statements. The valuation of these investments and determining requisite provision for OCDs was considered to be the area which required significant auditor attention and was of most significance in the audit of standalone financial statements due to the materiality of these investments to the standalone financial statements and complexity involved in the valuation of these investments and hence we have determined this as a key audit matter for current yearaudit. Our opinion with respect to above matter is not modified in respect to this matter. We draw attention to note 57 of the accompanying Standalone Financial Statements, in relation to carrying value of investments in the subsidiaries as mentioned in the aforesaid note, which are dependent on the uncertainties relating to the future outcome of the ongoing matters as further described in the aforesaidnote.	Our audit procedures to assess the reasonableness of fair valuation of equity investments/ and provision on OCDs included the following: • Obtained an understanding of management's processes and controls fordetermining the fair value and provision and tested the design and operating effectiveness of such controls; • Carried out assessment of forecasts of future cash flows prepared by the management, evaluating the assumptions and estimates used in such forecasts including economic and financial data; • Evaluated the Company's valuation methodology in determining the fair value of the investment. In making this assessment, we also assessed the professional competence, objectivity and capabilities of the valuation expertengaged by the management; • Engaged auditor's valuation experts to ascertain the appropriateness of the valuation methodology including theallocation made to different investments and the concluded fair value; • Ensured the appropriateness of the carrying value of these investments in thefinancial statements and the gain or loss recognized in the financial statements as aresult of such fair valuation; • Compared the carrying value of OCDs with the fair value and assessed the adequacyof provision made for the OCDs; • Obtained appropriate management representations with respect to the underlying valuation report. • Assessed the appropriateness and adequacy of related disclosures in the standalone financial statements in accordance with the applicable accounting Standards.

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Information Other than the Financial Statements and Auditor's Report thereon:

7. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements:

8. The accompanying financial statement have been approved by the company's Board of Director's. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

9. In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

10. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements:

11. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    (i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

K. S. Rao & Co. Chartered Accountants BENGALURU

Manohar Chowdhry & Associates Chartered Accountants

(ii) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

(iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.

(iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

(v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

13. Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

14. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

15. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements:

16. In accordance with the requirements of section 197(16) of the Act, as amended, the remuneration paid by the Company to its directors are incompliance with provisions of Section 197 of the Companies Act 2013.

17. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in "Appendix - A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extend applicable.

18. As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

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d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of written representations received from the directors as on 31 March 2023 taken on record by the board of directors, none of the directors are disqualified as on 31 March 2023 from being appointed as directors in terms of section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Appendix-B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i The Company has disclosed the impact of pending litigations on its financial position in its financial statements – (Refer Note 38 (ii) to the financial statements)).

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023.

iv.

a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 62 (h) to the stand alone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries.

b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our attention that causes us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The company has not paid any dividend during the year ended 31 March 2023.

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vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 01 April 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31 March 2023.

For K. S. Rao & Co. Chartered Accountants Firm Registration No.: 003109S	**For Manohar Chowdhry & Associates.** Chartered Accountants Firm Registration No.: 001997S
Sudarshana Gupta M S Partner Membership No: 223060	**P. Venkataraju** Partner Membership No: 225084
UDIN: 23223060BGXIRA9143	**UDIN:** 23225084BGXFFJ8330
Place: New Delhi **Date:** 26 May 2023	**Place:** New Delhi **Date:** 26 May 2023

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Annexure I referred to in Paragraph 17 of the Independent Auditor's Report of even date to the members of GMR Airports Limited on the standalone financial statements for the year ended 31 March 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, right of use assets.

(B) The Company does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.

(b) The Company has program of physical verification of property, plant and equipment and right of use assets once in three years which in our opinion is reasonable having regard to the size of the Company and the nature of its assets.

(c) The Company does not own any immovable property including investment properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has not revalued its Property, Plant and Equipment and Right of Use assets or intangible assets during the year.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.

(ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii) (a) of the Order is not applicable to the Company

(b) The Company has an working capital limit in excess of Rs 5 crore, sanctioned by banks on the basis of security of current assets during the year. However, pursuant to terms of the sanction letter, the Company is not required to file any quarterly return or statement with such banks or financial institutions.

(iii) (a) The Company is a Non-Banking Finance Company and its principal business is to give loans. Accordingly, reporting under clause 3(iii)(a) of the Order is not applicable to the Company.

(b) The investments made, guarantees provided, security given and terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not, prima facie, prejudicial to the Company's interest.

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(c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular except as mentioned below:

Name of the Borrower	Instalment (₹ in crores)	Due Date	Date of Receipt as per books	Extent of delays(in days)
GMR Power and Urban Infra Limited	2.94	31 May 2022	22 June 2022	22
	2.94	31 July 2022	29 October 2022	90
	2.94	31 August 2022	29 November 2022	90
	2.84	30 September 2022	29 December 2022	90
	2.94	31 October 2022	27 January 2023	88
	2.40	30 November 2022	28 February 2023	90
	2.94	31 December 2022	31 March 2023	90
	2.94	31 January 2023	31 March 2023	59
	2.65	28 February 2023	31 March 2023	31

(d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies, firms, LLPs or other parties.

(e) The Company is a Non-Banking Finance Company and its principal business is to give loans. Accordingly, reporting under clause 3(iii)(e) of the Order is not applicable to the Company

(f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.

(iv) The Company has not granted any loans, made investments or provided guarantees under section 185 and has complied with the provisions of Section 186(1) of the Act. The Company being a NBFC, nothing contained in Section 186 is applicable, except subsection (1) of that section.

(v) The provisions of the sections 73 to 76 and any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended), are not applicable to the Company being an non-banking financial company registered with the Reserve Bank of India ('the RBI'), and also the Company has not accepted any deposits from public or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act. Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub -section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities except for GST where there were certain delay in payment of the same. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

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(b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in crores)	Amount paid under Protest (₹ in crores)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	23.40	9.46	AY 2016-17	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	25.23	5.05	AY 2017-18	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	22.92	4.97	AY 2018-19	Commissioner of Income Tax (Appeal)
The Finance Act, 1994	Service Tax	4.19	-	April 2014-July 2017	The Commissioner

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.

(ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicableto the Company.

(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

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Annexure I referred to in Paragraph 17 of the Independent Auditor's Report of even date to the membersof GMR Airports Limited on the standalone financial statements for the year ended 31 March 2023

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.

(b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.

(xv) (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xvi) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.

(xvii) (a) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the Company.

(b) According to the information and explanations given to us, the Company has conducted Non-Banking Financial or Housing Finance activities during the year under a valid Certificate of Registration (CoR) from the RBI as per the Reserve Bank of India Act, 1934.

(c) The Company is a Core Investment Company (CIC) as defined in the regulations made by the RBI. According to the information and explanations given to us, the Company is registered with RBI and it continues to fulfil the criteria of a CIC.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) has two CICs as part of the Group.

(xviii) The Company has incurred cash losses in the current and immediately preceding financial years amounting to Rs. 190.40 crore and Rs. 143.91 crore respectively.

(xix) There has been resignation of one of the joint statutory auditors during the year. There are no issues, objections or concerns raised by the outgoing auditors.

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Annexure I referred to in Paragraph 17 of the Independent Auditor's Report of even date to the members of GMR Airports Limited on the standalone financial statements for the year ended 31 March 2023

(xx) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management , we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xxi) According to the information and explanations given to us, although the Company fulfilled the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, however, in the absence of average net profits in the immediately three preceding years there is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxii) The reporting under clause 3(xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For K. S. Rao & Co.
Chartered Accountants
Firm Registration No.: 003109S

M.S Rao

Sudarshana Gupta M S
Partner
Membership No: 223060

UDIN: 23223060BGXIRA9143

Place: New Delhi
Date: 26 May 2023

K.S. RAO & CO. Chartered Accountants BENGALURU

For Manohar Chowdhry & Associates.
Chartered Accountants
Firm Registration No.: 001997S

P. Venkataraju

P. Venkataraju
Partner
Membership No: 225084

UDIN: 23225084BGXFFJ8330

Place: New Delhi
Date: 26 May 2023

Manohar Chowdhry & Associates Chartered Accountants

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Annexure II

Independent Auditor's Report on the Internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of GMR Airports Limited ('the Company') as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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Annexure II to the Independent Auditor's Report of even date to the members of GMR Airports Limited, on the standalone financial statements for the year ended 31 March 2023

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified opinion

8. According to the information and explanations given to us and based on our audit, the following material weakness has been observed in the operating effectiveness of the Company's internal financial controls with reference to financial statements as at 31 March 2023:

   The Company's internal financial controls over fair value measurement of its liability relating to Bonus Compulsory Convertible Preference Shares Series A, Series B, Series C and Series D (hereinafter together referred as "Bonus CCPS"), as fully explained in note no. 49 to the standalone financial statements, were not operating effectively, which has resulted in such Bonus CCPS not being measured at their fair value in accordance with the applicable accounting standards, and its consequential impact on the accompanying standalone financial statements.

9. A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial controls with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

10. In our opinion, the Company have maintained, in all material respects, adequate internal financial controls with reference to financial statements as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI, and except for the effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company's internal financial controls with reference to financial statements were operating effectively as at 31 March 2023.

11. We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company as at and for the year ended 31 March 2023, and the material weakness have affected our opinion on the standalone financial statements of the Company and we have issued a modified opinion on the standalone financial statements.

For K. S. Rao & Co.
Chartered Accountants
Firm Registration No.: 003109S

H.S.S. [signature]

Sudarshana Gupta M S
Partner
Membership No: 223060

UDIN: 23223060BGXIRA9143

Place: New Delhi
Date: 26 May 2023

K.S. RAO & CO. Chartered Accountants BENGALURU

For Manohar Chowdhry & Associates.
Chartered Accountants
Firm Registration No.: 001997S

P. Venkataraju
Partner
Membership No: 225084

UDIN: 23225084BGXFFJ8330

Place: New Delhi
Date: 26 May 2023

Manohar Chowdhry & Associates Chartered Accountants

GMR Airports Limited

CIN: U65999HR1992PLC101718

Standalone Balance Sheet as at March 31, 2023

(All amount in Rupees Crores unless stated otherwise)

S. No.	Particulars	Notes	As at March 31, 2023 (Audited)	As at March 31, 2022 (Audited)
A	**Assets**			
1	**Financial assets**			
	Cash and cash equivalents	7	39.09	122.03
	Bank balance other than cash and cash equivalents	8	4.86	9.83
	Trade receivables	9	69.43	48.94
	Loans	10	549.23	543.16
	Investments	11	47,486.31	25,329.44
	Other financial assets	12	128.11	63.42
2	**Non- financal assets**			
	Current tax assets (net)		22.15	34.10
	Deferred tax assets (net)	15	107.28	107.17
	Property, plant and equipment	14a	2.43	1.42
	Right of use assets	14b	3.62	0.91
	Capital work in progress	14c	46.49	0.61
	Other non financial assets	13	51.57	54.29
	Total assets (1+2)		**48,510.57**	**26,315.32**
B	**Liabilities and equity**			
	Liabilities			
1	**Financial liabilities**			
	Trade payables	16		
	(i) total outstanding dues of micro enterprises and small enterprises		5.82	3.76
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		92.91	47.06
	Debt Securities	17	3,693.32	3,584.25
	Borrowings (other than debt securities)	17a	37.99	50.00
	Lease liabilities	19	3.78	1.06
	Other financial liabilities	18	493.72	453.95
2	**Non financial liabilities**			
	Provisions	20	12.71	23.32
	Deferred tax liabilities (net)	15a	9,198.74	4,247.55
	Other non financial liabilities	21	70.93	38.85
	Total liabilities (1+2)		**13,609.92**	**8,449.80**
3	**Equity**			
	Equity share capital	22	1,406.67	1,406.67
	Other equity	23	33,493.98	16,458.85
	Total equity (3)		**34,900.65**	**17,865.52**
	Total liabilities and equity (1+2+3)		**48,510.57**	**26,315.32**

Summary of significant accounting policies (Refer Note 4)

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date

For Manohar Chowdhry & Associates
Chartered Accountants
Firm Registration No.: 001997S

P. Venkataraju
Partner
Membership No.: 225084

Place: New Delhi
Date: May 26, 2023

As per our report of even date

For K.S. Rao & Co.
Chartered Accountants
Firm Registration No. : ~~003109S~~

Sudarshana Gupta M S
Partner
Membership No: 223060

Place: New Delhi
Date: May 26, 2023

For and on behalf of the Board of Directors

GBS Raju
Vice Chairman
DIN:- 00061686

Place: New Delhi
Date: May 26, 2023

Grandhi Kiran Kumar
Joint MD & CEO
DIN:- 00061669

Place: Dubai
Date: May 26, 2023

G.R.K. Babu
Chief Financial Officer
PAN:- ACAPG2146H

Place: New Delhi
Date: May 26, 2023

Sushil Kumar Dudeja
Company Secretary
PAN:- ARQPK4912J

Place: New Delhi
Date: May 26, 2023

Manohar Chowdhry & Associates Chartered Accountants

K.S. Rao & Co. Chartered Accountants Bengaluru

GMR Airports Limited

GMR Airports Limited
CIN: U65999HR1992PLC101718
Standalone Statement of Profit and Loss for the year ended March 31, 2023
(All amount in Rupees Crores unless stated otherwise)

Particulars	Notes	Year ended March 31, 2023 (Audited)	Year ended March 31, 2022 (Audited)
Revenue from operations			
Interest income	24	182.73	278.52
Dividend income	25	27.93	18.37
Revenue from contracts with customers	26	225.25	186.82
Net gain on fair value changes	27	9.34	4.88
Total revenue from operations		445.25	488.59
Other income	28	229.46	89.70
Total income		674.71	578.29
Expenses			
Finance costs	29	570.03	479.88
Sub-contracting expenses		81.38	103.80
Employee benefits expenses	30	24.71	19.36
Depreciation and amortization expense	31	1.79	1.52
Other expenses	32	177.63	55.64
Total expenses		855.54	660.20
Loss before tax		(180.83)	(81.91)
Tax expense:	33		
(1) Current tax		-	-
(2) Deferred tax credit		(0.02)	(1.28)
(3) Tax of earlier year		(1.83)	-
Loss for the year		(178.98)	(80.63)
Other comprehensive income	34		
Items that will not be reclassified to profit or loss			
Re-measurement gain/(loss) on defined benefit plans		(0.41)	0.27
Income tax impact		0.10	(0.07)
Gain on equity instruments designated at FVOCI for the year (net)		22,165.59	3,002.72
Income tax impact		(4,951.19)	(648.34)
Other comprehensive income		17,214.09	2,354.58
Total comprehensive income		17,035.11	2,273.95
Profit / (loss) per equity share	35		
Basic (Rs.)		(1.27)	(0.57)
Diluted (Rs.)		(1.27)	(0.57)
Nominal value per share (Rs.)		10.00	10.00

Summary of significant accounting policies (Refer Note 4)

The accompanying notes are an integral part of these standalone financial statements.

GMR AIRPORTS LIMITED

As per our report of even date

For Manohar Chowdhry & Associates
Chartered Accountants
Firm Registration No.: 001997S

B. Venkataraju
Partner
Membership No.: 225084

Place: New Delhi
Date: May 26, 2023

As per our report of even date

For K.S. Rao & Co.
Chartered Accountants
Firm Registration No. : 003109S

Sudarshana Gupta M S
Partner
Membership No: 223060

Place: New Delhi
Date: May 26, 2023

For and on behalf of the Board of Directors

GBS Raju
Vice Chairman
DIN:- 00061686

Place: New Delhi
Date: May 26, 2023

Grandhi Kiran Kumar
Joint MD & CEO
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G.R.K. Babu
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PAN:- ACAPG2146H

Place: New Delhi
Date: May 26, 2023

Sushil Kumar Dudeja
Company Secretary
PAN:- ARQPK4912J

Place: New Delhi
Date: May 26, 2023

Manohar Chowdhry & Associates Chartered Accountants

K.S. RAO & CO. Chartered Accountants BENGALURU

GMR Airports Limited

CIN: U65999HR1992PLC101718

Standalone Cash Flow Statement for the year ended March 31, 2023

(All amount in Rupees Crores unless stated otherwise)

Particulars	Year ended March 31, 2023 (Audited)	Year ended March 31, 2022 (Audited)
Cash flow from operating activities		
Loss before tax	(180.83)	(81.91)
Adjustments for:		
Depreciation and amortization	1.79	1.52
Gain on sale of current investment	(6.18)	(6.29)
Exchange differences (net)	(213.55)	(83.86)
Contingent provision against standard assets	-	1.51
Provision for doubtful debts and loans (net)	0.25	0.25
Provision reversal against contingent assets	(9.28)	-
Provision written back	(3.93)	(5.75)
Deferred income on financial assets carried at amortised cost	(0.63)	(0.09)
Fair value (loss)/gain on financial instruments carried at fair value through proft & loss	(3.16)	1.41
Interest income	(182.73)	(278.52)
Finance cost	570.03	479.88
Operating (loss)/profit before working capital changes	**(28.22)**	**28.15**
Working capital changes:		
Changes in trade/other receivables	(20.74)	1.96
Changes in other financial assets	(65.32)	(52.05)
Changes in other non financial assets	2.73	(22.30)
Changes in other non-financial liabilities	32.08	37.36
Changes in other financial liabilities	26.83	3.97
Changes in provisions	(0.92)	1.81
Changes in trade payables	45.02	8.81
Cash (used in)/ generated from operations	**(8.54)**	**7.71**
Direct taxes refund /(Paid) (net)	13.59	(5.19)
Net cash flow from operating activities (A)	**5.05**	**2.52**
Cash flow from investing activities		
Purchase of property, plant and equipment (net of sale and including capital work-in-progress)	(40.74)	(0.93)
Additional investments in equity shares of subsidiaries and joint ventures	(205.32)	(462.11)
Sale of equity shares in joint venture	-	251.16
Investments in compulsorily convertible debentures of subsidiaries	(100.00)	-
Investments in optionally convertible redeemable preference shares	(0.10)	-
Sale of current investments	1,148.56	1,500.34
Purchase of current investments	(1,584.58)	(1,336.67)
Redemption of optionally convertible debentures	1,073.60	-
Loan given to related parties (net of repayment received)	37.50	(73.48)
Interest income received	39.66	23.80
Decrease in other Bank balance other than cash and cash equivalents	5.02	88.24
Net cash flow from/ (used in) investing activities (B)	**373.60**	**(9.65)**
Cash flow from financing activities		
Repayment of non-convertible bonds	(1,427.90)	-
Proceeds from non-convertible bonds	1,510.00	350.00
Repayment of working capital loan	(50.00)	-
Upfront fee on loan processing	(133.66)	(44.40)
Finance cost paid	(397.14)	(187.82)
Repayment of lease liability principal	(1.10)	(0.88)
Repayment of lease liability interest	0.22	(0.16)
Net cash flow (used in)/ from financing activities (C)	**(499.58)**	**116.74**
Net decrease/ increase in cash and cash equivalents (A + B + C)	(120.93)	109.61
Cash and cash equivalents at the beginning of the year	122.03	12.42
Cash and cash equivalents at the end of the year	**1.10**	**122.03**

Manohar Chowdhry & Associates Chartered Accountants

K.S. Rao & Co. Chartered Accountants Bengaluru

GMR Airports Limited

GMR Airports Limited
CIN: U65999HR1992PLC101718
Standalone Cash Flow Statement for the year ended March 31, 2023
(All amount in Rupees Crores unless stated otherwise)

Particulars	Year ended March 31, 2023 (Audited)	Year ended March 31, 2022 (Audited)
Components of cash and cash equivalents		
Cheques on hand	11.45	22.41
With banks		
- on current account	27.64	4.62
- on deposit account	-	95.00
Cash credit and overdraft from banks	(37.99)	-
Total cash and cash equivalents	**1.10**	**122.03**

The above cash flow statement has been compiled from and is based on the standalone balance sheet as at March 31, 2023 and the related standalone statement of profit and loss for the year ended on that date.

Summary of significant accounting policies (Refer Note 4)
Explanatory notes to statement of cashflows

As per our report of even date

For Manohar Chowdhry & Associates
Chartered Accountants
Firm Registration No.: 001997S

P. Venkataraju
Partner
Membership No.: 225084

Place: New Delhi
Date: May 26, 2023

As per our report of even date

For K.S. Rao & Co.
Chartered Accountants
Firm Registration No. : 003109S

Sudarshana Gupta M S
Partner
Membership No: 223060

Place: New Delhi
Date: May 26, 2023

For and on behalf of the Board of Directors

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Vice Chairman
DIN:- 00061686

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PAN:- ARQPK4912J

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Date: May 26, 2023

Manohar Chowdhry & Associates Chartered Accountants

K.S. RAO & CO. Chartered Accountants BENGALURU

GMR AIRPORTS LIMITED

GMR Airports Limited
CIN: U65999HR1992PLC101718
Standalone Statement of Changes in Equity for the year ended March 31, 2023
(All amount in Rupees Crores unless stated otherwise)

A. Equity Share Capital
(1) As at March 31, 2023

Balance as at April 01, 2022	Changes in equity share capital during the year	Balance as at March 31, 2023
1,406.67	-	1,406.67

(2) As at March 31, 2022

Balance as at April 01, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
1,406.67	-	1,406.67

B. Other Equity

(1) As at March 31, 2023

Particulars	Reserve & Surplus				Equity instruments through Other Comprehensive Income	Total
	Capital Reserve	Security Premium	Other Reserves 'Special Reserve u/s 45-IC of Reserve Bank of India ('RBI') Act	Retained Earning		
Balance as at April 01, 2022	0.23	968.68	81.05	72.80	15,336.09	16,458.85
Loss for the year	-	-	-	(178.98)	-	(178.98)
Other comprehensive income / (loss) for the year	-	-	-	(0.31)	17,214.40	17,214.09
Total comprehensive income for the year	-	-	-	(179.29)	17,214.40	17,035.11
Balance as at March 31, 2023	0.23	968.68	81.05	(106.49)	32,550.49	33,493.98

(2) As at March 31, 2022

Particulars	Reserve & Surplus				Equity instruments through Other Comprehensive Income	Total
	Capital Reserve	Security Premium	Other Reserves 'Special Reserve u/s 45-IC of Reserve Bank of India ('RBI') Act	Retained Earning		
Balance as at April 01, 2021	*0.23*	*968.68*	*81.05*	*137.35*	*12,997.59*	*14,184.90*
Loss for the year	-	-	-	(80.63)	-	(80.63)
Other comprehensive income / (loss) for the year	-	-	-	0.20	2,354.38	2,354.58
Total Comprehensive Income for the year	-	-	-	(80.43)	2,354.38	2,273.95
Transfer from fair valuation through other Comprehensive Income ("FVTOCI") reserve	-	-	-	15.88	(15.88)	-
Balance as at March 31, 2022	0.23	968.68	81.05	72.80	15,336.09	16,458.85

Summary of significant accounting policies (Refer Note 4)
The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date

For Manohar Chowdhry & Associates
Chartered Accountants
Firm Registration No.: 001997S

P. Venkataraju
Partner
Membership No.: 225084

Place: New Delhi
Date: May 26, 2023

As per our report of even date

For K.S. Rao & Co.
Chartered Accountants
Firm Registration No. : 003109S

Sudarshana Gupta M S
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Place: New Delhi
Date: May 26, 2023

For and on behalf of the Board of Directors

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DIN:- 00061686

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Place: New Delhi
Date: May 26, 2023

Manohar Chowdhry & Associates Chartered Accountants

K.S. RAO & CO Chartered Accountants BENGALURU

GMR AIRPORTS LIMITED

1. Corporate Information

GMR Airports Limited ('the Company') was incorporated on February 06, 1992, as an investing company. The Company holds majority of its investments in group companies with the objective to consolidate and expand its airport sector. In earlier years, the Company got registered as Non-Banking Financial Institution i.e. Systemically Important Core Investment Company (CIC-ND-SI), and has been granted certificate of registration by Reserve Bank of India (RBI) vide letter number DNBS (BG) No. 912 / 08.01.018 / 2013-14 dated April 22, 2014.

Further Reserve Bank of India vide letter number DoS.ND.No. S-578/05/08/000/2022-23 dated July 29, 2022 issued a fresh certificate of registration (CoR) on account of shifting of registered office from the State of Karnataka to the State of Haryana.

These Financial statements were approved for issue in accordance with a resolution of the directors passed in its board meeting held on May 26, 2023.

2. Basis of preparation

These Standalone Financial Statements comprises of the Balance Sheet as at March 31, 2023, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Cash Flows, Standalone Statement of changes in Equity for the year then ended and a summary of Significant Accounting Policies and selected explanatory notes (collectively the "Standalone Financial Statements").

These financial statements for the year ended March 31, 2023 has been prepared in accordance with Indian Accounting Standards (IND AS) notified under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirement of Division III of Schedule III of Companies Act, 2013 (IND AS Compliant Schedule III) as applicable to standalone financial statements. The accounting policies followed in preparation of the Standalone Financial Statements are consistent with those followed in the most recent annual financial statements of the Company, i.e. for the year ended March 31, 2022.

The Standalone Financial Statements have been prepared under the historical cost convention on an accrual basis except for fair value through other comprehensive income (FVOCI) instruments, and financial assets and liabilities designated at fair value through profit or loss (FVTPL), all of which have been measured at fair value.

The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest Crores, except when otherwise indicated.

3. Presentation of financial statements

The Company presents its balance sheet in order of liquidity.

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

- The normal course of business
- The event of default
- The event of insolvency or bankruptcy of the Company

4. Summary of significant accounting policies

4.1. Accounting policy

a. Financial Instruments: Initial Recognition

(i) Initial measurement of financial instruments

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments, as described in Notes 4.1 (b)(i)(I) and 4.1 (b)(i)(II) Financial instruments are initially measured at their fair value (as defined in Note 4.1 (f), except in the case of financial assets and financial liabilities recorded at FVTPL, transaction costs are added to, or subtracted from, this amount. Trade receivables are measured at the transaction price.

Chartered Accountants

Chartered Accountants

(ii) Measurement categories of financial assets and liabilities

The Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

- Amortised cost, as explained in Note 4.1 (b)(i)
- FVOCI (Fair value through Other Comprehensive Income), as explained in Note 4.1 (b)(ii)
- FVTPL (Fair value through profit and loss) in Note 4.1 (b)(iv)

b. Financial assets and liabilities

(i) Bank balances, Loans, Trade receivables and financial investments at amortised cost

The Company measures Bank balances, Loans, Trade receivables and other financial investments at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

The details of these conditions are outlined below.

I. Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected)
- The expected frequency, value and timing of sales are also important aspects of the Company's assessment

If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

II. The SPPI Test (Solely payments of principal and interest)

As a second step of its classification process the Company assesses the contractual terms of financial assets to identify whether they meet the SPPI test. 'Principal', for this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Company applies judgement and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

Manohar Chowdhry & Associates Chartered Accountants

K.S. Rao & Co. Chartered Accountants Bengaluru

GMR Airports Limited

(ii) Equity Instruments at FVTOCI

The Company subsequently measures all equity investments at fair value through profit or loss, unless the Company's management has elected to classify irrevocably some of its equity investments as equity instruments at FVOCI, when such instruments meet the definition of Equity under IND AS 32 Financial Instruments: Presentation and are not held for trading. Such classification is determined on an instrument-by-instrument basis.

Gains and losses on these equity instruments are never recycled to profit or loss. Dividends are recognised in profit or loss as dividend income when the right of the payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity instruments at FVOCI are not subject to an impairment assessment.

(iii) Debt securities and other borrowed funds

After initial measurement, debt issued, and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by considering any discount or premium on issue funds, and costs that are an integral part of the EIR. A compound financial instrument which contains both a liability and an equity component is separated at the issue date.

The Company had issued financial instruments with equity conversion rights and call options in the previous years. When establishing the accounting treatment for these non-derivative instruments, the Company first establishes whether the instrument is a compound instrument and classifies such instrument's components separately as financial liabilities or equity instruments in accordance with IND AS 32. When allocating the initial carrying amount of a compound financial instrument to the equity and liability components, the equity component is assigned as the residual amount after deducting from the entire fair value of the instrument, the amount separately determined for the liability component.

(iv) Financial assets and financial liabilities at fair value through profit and loss

Financial assets and financial liabilities in this category are those that are held for trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under IND AS 109. Management only designates an instrument at FVTPL upon initial recognition when one of the criteria as mentioned above are met. Such designation is determined on an instrument-by-instrument basis.

Financial assets and financial liabilities at FVTPL are recorded in the balance sheet at fair value. Changes in fair value are recorded in profit and loss with the exception of movements in fair value of liabilities designated at FVTPL due to changes in the Company's own credit risk. Such changes in fair value are recorded in the Own credit reserve through OCI and do not get recycled to the profit or loss. Interest earned or incurred on instruments designated at FVTPL is accrued in interest income or finance cost, respectively, using the EIR, taking into account any discount/ premium and qualifying transaction costs being an integral part of instrument. Interest earned on assets mandatorily required to be measured at FVTPL is recorded using contractual interest rate as explained in Note 4.1 (i).

(v) Financial guarantees

Financial guarantees are initially recognised in the financial statements (within Provisions) at fair value, being the premium/deemed premium received. After initial recognition, the Company's liability under each guarantee is measured at the higher of the amount initially recognised less cumulative amortisation recognised in the statement of profit and loss.

The premium/deemed premium is recognised in the statement of profit and loss on a straight-line basis over the life of the guarantee.

c. Reclassification of financial assets and liabilities

The Company does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line. Financial liabilities are never reclassified.

Manohar Chowdhry & Associates Chartered Accountants

K.S. Rao & Co. Chartered Accountants Bengaluru

GMR Airports Limited

d. De-recognition of financial assets and liabilities

(i) Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when the rights to receive cash flows from the financial asset have expired. The Company also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for de-recognition.

The Company is said to have transferred the financial asset if, and only if the Company has transferred its contractual rights to receive cash flows from the financial asset.

A transfer only qualifies for de-recognition if either:

- The Company has transferred substantially all the risks and rewards of the asset; or
- The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

The Company considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

(ii) Financial Liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in profit or loss.

e. Impairment of financial assets

(i) Overview of expected credit loss ("ECL") principles

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial assets are measured at amortised cost e.g. deposits, trade receivables and bank balance
The company follows 'simplified approach' for recognition of impairment loss allowance on-Trade receivables or contract revenue receivables; and

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.
ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

Manohar Chowdhry & Associates Chartered Accountants

K.S. Rao & Co. Chartered Accountants Bengaluru

GMR Airports Limited

i) All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument,

ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For assessing increase in credit risk and impairment loss, the company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

f. Determination of fair value

The Company measures financial instruments, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Level 1 financial instruments –Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments–Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads.

In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Company will classify the instruments as Level 3.

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Level 3 financial instruments –Those that include one or more unobservable input that is significant to the measurement as whole.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company periodically reviews its valuation techniques including the adopted methodologies and model calibrations. However, the base models may not fully capture all factors relevant to the valuation of the Company's financial instruments such as credit risk (CVA), own credit (DVA) and/or funding costs (FVA). Therefore, the Company applies various techniques to estimate the credit risk associated with its financial instruments measured at fair value, which include a portfolio-based approach that estimates the expected net exposure per counterparty over the full lifetime of the individual assets, in order to reflect the credit risk of the individual counterparties for non-collateralised financial instruments. The Company estimates the value of its own credit from market observable data, such as secondary prices for its traded debt and the credit spread on credit default swaps and traded debts on itself. Details of this are further explained in Note 42.

The Company evaluates the levelling at each reporting period on an instrument-by-instrument basis and reclassifies instruments when necessary based on the facts at the end of the reporting period.

g. Foreign currency translation

(i) Functional and presentational currency

The financial statements are presented in INR which is also functional currency of the company.

(ii) Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency at the spot rate of ex-change ruling at the date of the transaction. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.
Monetary assets and liabilities denominated in foreign currencies are retranslated into the functional currency at the spot rate of exchange at the reporting date. All differences arising on non–trading activities are taken to other income/expense in the statement of profit and loss.

h. Recognition of income and expenses

Revenue (other than for those items to which IND AS 109 Financial Instruments are applicable) is recognised when control of the goods or services are transferred to the customer at an amount that reflects to which the company expects to be entitled in exchange for those goods or services.

Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers. The Company recognises revenue from contracts with customers based on a five step model as set out in IND AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

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Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation

Income from consultancy services

Income from consultancy services and business support services are recognised on a pro-rata basis over the period of the contract as and when services are rendered.

Income from aviation academy

Income from aviation academy is recognised on a pro-rata basis over the period as and when services are rendered.

Income from EPC Contracts

The Company follows the percentage completion method, based on the stage of completion at the Balance Sheet date, taking into account the contractual price and revision thereto by estimating total revenue including claims/variations, and total cost till completion of the contract and the profit so determined proportionate to the percentage of the actual work done.

Income from Non Aeronautical operations

Non Aeronautical operations are recognised on accrual basis, net of Goods and Service Tax (GST), and applicable discounts when services are rendered. The main streams of non – aeronautical revenue includes Duty free retail, Duty paid retail, Advertisement and Promotions, Food & Beverages, Cargo, Lounge, Car parking and other Non-aeronautical services such as baggage wrap, ATM's foreign exchange facility, porter and Taxi services etc.

Interest Income

The Company calculates interest income by applying the effective interest rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets.

Interest income on all trading assets and financial assets mandatorily required to be measured at FVTPL recognised using the contractual interest rate in net gain on fair value changes.

The effective interest rate method

Under IND AS 109 interest income is recorded using the EIR method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Company recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loan. Hence, it recognises the effect of potentially different interest rates charged at various stages, and other characteristics of the product life cycle (including prepayments, penalty interest and charges).

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk. The adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through interest income in the statement of profit and loss.

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Dividend Income

Dividend income (including from FVOCI investments) is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders/ Board of Directors (for interim dividend) approve the dividend.

Contract Assets

A contract asset is the right to consideration in exchange for services transferred to the customer (which consist of unbilled revenue). If the Company performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in financial instruments – initial recognition.

Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

i. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

j. Property, Plant and Equipment

Property, plant and equipment is stated at cost excluding the costs of day–to–day servicing, less accumulated depreciation and accumulated impairment in value. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Depreciation is calculated using the straight–line method to write down the cost of property and equipment to their residual values over their estimated useful lives. Land is not depreciated. The estimated useful lives are as follows:

Asset category	Schedule II Life of Assets (in years)
Office Equipment's	5
Computer	3
Furniture & Fixtures	10
Plant & Machinery	15
Vehicles	8-10

The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of building over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income /expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in IND AS 115.

k. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

l. Retirement and other employment benefits

Defined Benefit Plan:

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the statement of profit and loss in the period in which the employee renders the related service.

The Company recognises contribution payable as expenditure, when an employee renders the related service. If contribution payable to the scheme for service received before reporting date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, the excess is recognised as an asset to the extent that the prepayment will lead to a reduction in the future payment or a cash refund.

Retirement benefit in the form of provident fund is a defined benefit scheme and the contributions are charged to the Statement of Profit and Loss of the period when the contributions to the respective funds are due. Retirement benefits in the form of Superannuation Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the period when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective trusts.

Gratuity liability is defined benefit obligation which is funded through policy taken from Life Insurance Corporation of India ('LIC'). The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at each balance sheet date. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (based on last drawn basic salary) for each completed year of service.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods. Past service costs are recognised in profit or loss on the earlier of:

i) The date of the plan amendment or curtailment, and
ii) The date that the Company recognises related restructuring costs

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Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

ii) Net interest expense or income

Compensated absences including sick leaves which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet; to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

m. Provisions, Contingent Liabilities and Commitments:

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the Company determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities

Contingent liability is disclosed in the case of:

i) A present obligation arising from past events, when it is not probable that an outflow of resources will not be required to settle the obligation
ii) A present obligation arising from past events, when no reliable estimate is possible
iii) A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Commitments

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, and commitments are reviewed at each reporting date.

n. Taxes

Tax expense comprises current and deferred tax.

Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (in other comprehensive income). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

i) When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
ii) In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

i) When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
ii) In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (in other comprehensive income). Deferred tax items are recognised in correlation to the underlying transaction in OCI.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Taxes, cess, duties such as sales tax/ value added tax/ service tax/ GST etc. paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of sales tax/ value added taxes paid, except:
i) When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
ii) When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

o. Segment Reporting

The Company has only one reportable business segment, which is Investment activities. Accordingly, the amounts appearing in the financial statements relate to the Company's single business segment.

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p. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

q. Corporate Social Responsibility ('CSR') expenditure

The Company has opted to charge its CSR expenditure during the period to the statement of profit and loss.

r. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

s. Lease

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery, equipment and premises (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

5. Significant accounting judgements

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

5.1. Business model assessment

Classification and measurement of financial assets depends on the results of the business model and the SPPI test (refer note 4.1 (b)(i)(I) and 4.1 (b)(i)(II)). The Company determines the business model at a level that reflects how group of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

5.2. Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. For further details about determination of fair value please see Note 4.1 (f) and Note 42.

5.3. Discounting rate

The Company has considered incremental borrowing rate of Airport sector for measuring deposits, being financial assets and liabilities, at amortised cost till March 31, 2020. From period starting from April 01, 2020; management has considered revised incremental borrowing rate of airport sector for all the deposits given/received post March 31, 2020; and the impact has been duly accounted in standalone financial statements.

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5.4. Effective Interest Rate Method (EIR)

The Company's EIR methodology, as explained in Note 4.1 (h), recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges).

This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

5.5. Impairment of financial assets

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

It has been the Company's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

5.6. Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounting cash flow (DCF) model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

6. Significant accounting Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

6.1. Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

6.2. Provisions and other contingent liabilities

The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the Company's business.

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When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

For further details on provisions and other contingencies see Note 4.1 (m) of the Summary of significant accounting policies and Notes 20 & 38.

6.3. Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases, and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note 37 (ii).

Provision for Leave encashment

The present value of leave encashment is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of discount rate, future salary increases, and withdrawal rates. Due to complexities involved in the valuation and its long-term nature, provision for leave encashment is sensitive to changes in these assumptions. All assumptions are reviewed at each balance sheet date.

6.4. Lease term of contracts with renewal options

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

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(All amount in Rupees crores except for share data unless stated otherwise)

Note 7: Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with banks		
In Current accounts	27.64	4.62
Cash in hand	0.00	
Cheques on hand	11.45	22.41
Deposits with original maturity less than three months	-	95.00
Total	39.09	122.03

Note 8: Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks to the extent held as margin money/pledged with bank (Refer note 38 (i) (b) (i))	4.86	9.83
Total	4.86	9.83

Note 9: Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured considered good	69.68	48.94
Receivables which have significant increase in credit risk	-	-
Receivables – credit impaired	-	-
	69.68	48.94
Provision for impairment for :		
Unsecured considered good [Refer note 48(b)]	(0.25)	-
Receivables which have significant increase in credit risk	-	-
Receivables – credit impaired	-	-
Total	69.43	48.94

Debts due by directors or other officers of the Non Banking Financial Companies (NBFC) or any of them either severally or jointly with any other person or debts due by firms including limited liability partnerships (LLPs), companies respectively in which any director is a partner or a director or a member are separately stated.

Refer note 39 for related party receivables. The terms and conditions related to receivables are mentioned below:

Trade receivables are non interest bearing and are generally on terms of 30-90 days.

Trade Recievables due from companies in which any director is partner, director, or a member:

Name of the entity	As at March 31, 2023	As at March 31, 2022
GMR Airport Developers Limited	-	0.00
GMR Hyderabad International Airport Limited	0.29	0.13
GMR Goa International Airport Limited	0.00	-
Delhi International Airport Limited	0.52	0.23
Raxa Security Services Limited	0.48	-
Delhi Duty Free Services Private Limited	11.35	4.43
GMR Air Cargo And Aerospace Engineering Private Limited	0.96	1.26
GMR Hyderabad Aerotropolis Limited	0.01	-
Delhi Airport Parking Services Private Limited	4.71	2.14
Tim Delhi Airport Advertising Private Limited	2.22	-
GMR Hyderabad Aviation SEZ Limited	2.09	-
ESR GMR Logistics Park Private Limited	11.61	20.93
Celebi Delhi Cargo Terminal Management India Private Limited	0.08	0.02
	34.32	29.14

Refer note 62 (a) (ii) for ageing of Trade receivables.

Note 10: Loans at amortized cost

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured loans (Refer note 39)	549.23	543.16
Unsecured loans to employees	-	-
Total Gross	549.23	543.16
Less: Impairment loss allowance	-	-
Total Net	549.23	543.16
Loans in India		
Others	549.23	543.16
Total Gross	549.23	543.16
Less: Impairment loss allowance	-	-
Total Net	549.23	543.16

Refer note 62 (c) for nature of Loan outstanding.

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CIN: U65999HR1992PLC101718

Notes forming part of the standalone financial statements for the year ended March 31, 2023

(All amount in Rupees crores except for share data unless stated otherwise)

Note 11: Investments

As at March 31, 2023

Particulars	Amortised Cost	At fair value: Through other comprehensive income	At fair value: Through profit or loss	Subtotal	Total
A) In India					
Preference Instruments [Refer note 52 (c)]	-	0.05	-	0.05	0.05
Equity Instruments*	-	45,094.06	-	45,094.06	45,094.06
Mutual funds	-	-	395.47	395.47	395.47
Commercial Deposits	49.98	-	-	-	49.98
Debt Securities (OCD) [Refer note 52 (b)]	92.56	-	-	-	92.56
Total gross (A)	142.54	45,094.11	395.47	45,489.58	45,632.12
B) Overseas					
Equity Instruments*	-	1,854.19	-	1,854.19	1,854.19
Total gross (B)	-	1,854.19	-	1,854.19	1,854.19
Less: Provision (C)	-	-	-	-	-
Total Net D = (A)+ (B) - (C)	142.54	46,948.30	395.47	47,343.77	47,486.31

As at March 31, 2022

Particulars	Amortised Cost	At fair value: Through other comprehensive income	At fair value: Through profit or loss	Subtotal	Total
A) In India					
Equity Instruments*	-	22,655.17	-	22,655.17	22,655.17
Mutual funds	-	-	-	-	-
Commercial Deposits				-	-
Total gross (A)	-	22,655.17	-	22,655.17	22,655.17
B) Overseas					
Equity Instruments*	-	223.71	-	223.71	223.71
Debt Securities (Refer note 52 (a))	2,450.56	-	-	-	2,450.56
Total gross (B)	2,450.56	223.71	-	223.71	2,674.27
Less: Provision (C)	-	-	-	-	-
Total Net D= (A)+(B)-(C)	2,450.56	22,878.88	-	22,878.88	25,329.44

*More information regarding the valuation methodology can be found in Note 41 and 42.

The Company has designated its equity investments as FVOCI on the basis that these are not held for trading and held for strategic purposes.

Investments recorded at Fair Value through Other Comprehensive Income

Particulars	Number of shares (in Crores): As at March 31, 2023	Number of shares (in Crores): As at March 31, 2022	Amount: As at March 31, 2023	Amount: As at March 31, 2022
Investments recorded at Fair Value through Other Comprehensive Income				
Unquoted equity shares fully paid up				
Investment in subsidiaries				
GMR Airport Developers Limited	1.02	1.02	953.08	503.38
GMR Hyderabad International Airport Limited	23.81	23.81	12,408.90	8,431.29
Delhi International Airport Limited	156.80	156.80	26,402.30	11,599.45
GMR Goa International Airport Limited	65.70	60.05	801.50	750.30
GMR Airports (Mauritius) Limited	0.02	0.02	0.89	0.90
Delhi Airport Parking Services Private Limited	3.27	3.27	531.40	264.07
GMR Airports International B.V	23.58	3.05	974.00	222.73
GMR Nagpur International Airport Limited	0.03	0.00	0.26	0.01
GMR Vishakhapatnam International Airport Limited	6.06	3.18	60.59	31.30
GMR Airports Netherlands B.V.	1.50	0.00	879.30	0.08
GMR Kannur Duty Free Services Limited	0.45	0.42	4.45	4.54
GMR Hospitality Limited	0.57	-	600.50	-
Total	282.81	251.62	43,617.17	21,808.05
Unquoted preference shares fully paid up				
Investment in subsidiaries				
GMR Goa International Airport Limited	0.01	-	0.05	-
	0.01	-	0.05	-
Investment in joint venture				
Delhi Duty Free Services Private Limited	1.36	1.36	3,316.40	1,069.81
	1.36	1.36	3,316.40	1,069.81
Other investment				
Investment in GMR Airport Developers Limited on account of fair valuation of financial guarantee	-	-	1.02	1.02
Investment in GMR Goa International Airport Limited on account of Optionally Convertible Redeemable Preference Shares (OCRPS)	-	-	0.05	-
Investment in GMR Goa International Airport Limited on account of Optionally Convertible Debenture	-	-	13.61	-
	-	-	14.68	1.02
	284.18	252.98	46,948.30	22,878.88
In India			45,094.11	22,655.17
Overseas			1,854.19	223.71

a. During the year ended March 31, 2023, the Company has made an equity investments in GMR Vishakhapatnam International Airport Limited, incorporated on May 19, 2020, Rs.28.84 crore (March 31, 2022: Rs 27.25 crore) in order to cater to the financial requirement of the subsidiary {Refer note 39}

b. During the year ended March 31, 2023, the Company has made an equity investments in GMR Kannur Duty Free Services Limited, incorporated on November 20, 2019, Rs.0.30 crore (March 31, 2022: 3.15 crore) in order to cater to the financial requirement of the subsidiary.{Refer note 39}

c. During the year ended March 31, 2023, the Company has made an equity investments in GMR Airports International B.V, incorporated on May 28, 2018, Rs.1684.80 (March 31, 2022: 220.13 crore) in order to cater to the financial requirement of the subsidiary.{Refer note 39 & 52a}

d. During the year ended March 31, 2023, the Company has made an equity investments in GMR Nagpur International Airport Limited, incorporated on August 22, 2019, Rs. 0.25 crore (March 31, 2022: Rs.Nil) in order to cater to the financial requirement of the subsidiary.

e. During the year ended March 31, 2023, the Company has made an equity investment in GMR Goa International Airport Limited, incorporated on October 14, 2016, Rs.56.50 crore (March 31, 2022: Rs.216.00 crore) in order to cater to the financial requirement of the subsidiary as per the sponsor support agreement. {Refer note 39 and 38(i)(b)(iii)(a)}.

f. During the year ended March 31, 2023, the Company has made an equity investment in GMR Airports Netherlands B.V., incorporated on December 17, 2021, Rs.113.75 crore (March 31, 2022: Rs. 0.08 crore) {Refer note 39}.

g. During the year ended March 31, 2023, the Company has made initial equity investment in GMR Hospitality Limited, incorporated on July 25, 2022, Rs. 5.67 crore (March 31, 2022: Rs. Nil) {Refer note 39}.

h. During the year ended March 31, 2023, the Company has made an investment (in form of optionally convertible debentures) in GMR Goa International Airport Limited, incorporated on October 14, 2016, Rs.100.00 crore (March 31, 2022: nil) in order to cater to the financial requirement of the subsidiary. {Refer note 52b }.

i. During the year ended March 31,2023, the Company has made an Optionally Convertible Redeemable Preferencial equity investments in GMR Goa International Airport Limited, incorporated on October 14, 2016, Rs.0.10 crore (March 31, 2022: nil) in order to cater to the financial requirement of the subsidiary {Refer note 52c}.

Investments carried at fair value through profit and loss

Particulars	Units		Face value (Rs.)	Amount	
	As at March 31, 2023	As at March 31, 2022		As at March 31, 2023	As at March 31, 2022
Investments carried at fair value through profit and loss					
a) Investments in mutual funds (unquoted)					
UTI Overnight Fund - Direct Growth Plan	2,35,264	-	1,000.00	72.20	-
Aditya Birla Sunlife Overnight Fund Fund - Growth Direct Plan	4,19,096	-	1,000.00	50.81	-
Axis Overnight Fund - Direct Growth Plan	11,70,624	-	1,000.00	138.79	-
Kotak Overnight Fund - Direct Growth Plan	2,87,105	-	1,000.00	34.33	-
SBI Overnight Fund - Direct Growth Plan	2,72,233	-	1,000.00	99.34	-
Aggregate book value of unquoted investments	23,84,322	-		395.47	-

Investments carried at amortised cost

Particulars	Amount	
	As at March 31, 2023	As at March 31, 2022
Investments in Optionally Convertible Debenture		
10,000 (31 March 2022: NIL) OCD of Rs 1,00,000 each fully paid up in GMR Goa International Airport Limited [Refer note 52 (b)]	92.56	-
Nil (31 March 2022: 240,850 OCD of USD 1,000 each fully paid up in GMR Airports International B.V (Netherlands) IRR- 9%) [Refer note 52 (a)]	-	2,450.56
Total investments in Optionally Convertible Debenture	92.56	2,450.56

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GMR Airports Limited

(All amount in Rupees crores except for share data unless stated otherwise)

Note 12: Other financial assets

Particulars	As at March 31, 2023	As at March 31, 2022
Non Trade Receivables- Considered good [net of provision for doubtful debts (Refer note 39)	46.80	13.57
Unbilled Revenue (Refer note 39)	28.35	42.23
Security deposits (Refer note 39)	7.23	3.95
Retention Money (Refer note 39)	8.78	3.67
Other Recoverable		
Related parties (Refer note 39)	36.95	-
Total	**128.11**	**63.42**

Note 13: Other non financial assets

Particulars	As at March 31, 2023	As at March 31, 2022
Prepaid Expenses (refer note no. 39)	35.03	39.03
Advance other than Capital Advance:		
Advance to employees	0.68	2.27
Advance to suppliers:		
Others	8.98	-
Balance with government authorities	-	5.14
Other Recoverable		
Others	1.64	-
Related parties (Refer note 39)	5.24	7.85
Total	**51.57**	**54.29**

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GMR Airports Limited

(All amount in Rupees Crores unless stated otherwise)

Note 14a: Property, plant and equipment

Particulars	Plant & Machinery	Computers and printers	Furniture and fixtures	Motor vehicles	Office equipment	Leasehold Improvement	Total
Cost							
At April 01, 2022	**0.01**	**0.81**	**0.19**	**1.10**	**3.12**	**6.75**	**11.98**
Additions	0.21	0.96	0.46	0.07	0.06	-	1.76
Disposals	-	0.22	0.10	0.01	0.13	-	**0.46**
At March 31, 2023	**0.22**	**1.55**	**0.55**	**1.16**	**3.05**	**6.75**	**13.28**
At April 01, 2021	0.01	0.59	0.19	1.09	3.03	6.75	**11.66**
Additions	-	0.22	-	0.01	0.09	-	**0.32**
Disposals	-	-	-	-	-	-	-
At March 31, 2022	**0.01**	**0.81**	**0.19**	**1.10**	**3.12**	**6.75**	**11.98**
Depreciation							
At April 01, 2022	**0.00**	**0.56**	**0.12**	**0.66**	**2.47**	**6.75**	**10.56**
Charge for the year	0.00	0.24	0.03	0.11	0.28	-	**0.66**
Disposals	-	0.22	0.03	0.00	0.12	-	**0.37**
At March 31, 2023	**0.00**	**0.58**	**0.12**	**0.77**	**2.63**	**6.75**	**10.85**
At April 01, 2021	**0.00**	**0.39**	**0.09**	**0.54**	**2.18**	**6.75**	**9.95**
Charge for the year	0.00	0.17	0.03	0.12	0.29	-	**0.61**
Disposals	-	0.00	-	-	-	-	**0.00**
At March 31, 2022	**0.00**	**0.56**	**0.12**	**0.66**	**2.47**	**6.75**	**10.56**
Net Block							
At March 31, 2023	**0.22**	**0.97**	**0.43**	**0.39**	**0.42**	-	**2.43**
At March 31, 2022	0.01	0.25	0.07	0.44	0.65	-	1.42

Refer note 38 (i) (a) for Capital commitments.

Note 14b. Right of use Asset

	Buildings	Leasehold Land	Office Equipments including Computers	Vehicles	Total
Cost					
At April 01, 2022	**6.89**	-	**0.02**	**0.10**	**7.01**
Additions	-	3.84	-	-	3.84
Disposals	6.89		0.02	0.10	**7.01**
At March 31, 2023	-	**3.84**	-	-	**3.84**
At April 01, 2021	**6.89**	-	**0.02**	**0.10**	**7.01**
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
At March 31, 2022	**6.89**	-	**0.02**	**0.10**	**7.01**
Amortization					
At April 01, 2022	**5.99**	-	**0.02**	**0.09**	**6.10**
Charge for the year	0.90	0.22	-	0.01	**1.13**
Disposals	6.89	-	0.02	0.10	**7.01**
At March 31, 2023	-	**0.22**	-	-	**0.22**
At April 01, 2021	4.96	-	0.02	0.06	**5.04**
Charge for the year	1.03	-	(0.00)	0.03	**1.06**
Disposals	-	-	-	-	-
At March 31, 2022	**5.99**	-	**0.02**	**0.09**	**6.10**
Net Book value					
At March 31, 2023	-	**3.62**	-	-	**3.62**
At March 31, 2022	**0.90**	-	**0.00**	**0.01**	**0.91**

Refer note no. 39

Note 14c: Capital Work in Progress (CWIP)

Particulars	Amount
Cost	
At April 01, 2022	0.61
Additions	47.63
Transferred	1.75
At March 31, 2023	**46.49**
At April 01, 2021	-
Additions	0.61
Transferred	-
At March 31, 2022	**0.61**

Refer note no. 62 (a)(i) for ageing of CWIP.

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(All amount in Rupees Crores unless stated otherwise)

Note 15: Deferred tax:

As at March 31, 2023

Particulars	Opening Deferred Tax Asset / (Liability)	Deferred Tax Income / (expense) recognised in profit and loss	Deferred Tax Income / (expense) recognised in other comprehensive income	Closing deferred Tax asset/ (liability)
Deferred tax liability				
on account of disallowance u/s 43B	0.07	-	-	0.07
Gross deferred tax liability	**0.07**	**-**	**-**	**0.07**
Deferred tax asset				
Fixed assets: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	0.01	-	-	0.01
Impact of expenditure charged to the statement of profit and loss but allowed for tax purposes on payment basis	2.66	0.02	0.10	2.77
Provision for standard asset	3.00	-	-	3.00
Provision on business loss	101.57	-	-	101.57
Gross deferred tax assets	**107.24**	**0.02**	**0.10**	**107.35**
Net deferred tax asset/(liability)	**107.17**	**0.02**	**0.10**	**107.28**

As at March 31, 2022

Particulars	Opening Deferred Tax Asset / (Liability)	Deferred Tax Income / (expense) recognised in profit and loss	Deferred Tax Income / (expense) recognised in other comprehensive income	Closing deferred Tax asset/ (liability)
Deferred tax liability				
on account of fair valuation of investments	0.35	(0.35)	-	-
on account of disallowance u/s 43B	0.05	0.02	-	0.07
Gross deferred tax liability	**0.40**	**(0.33)**	**-**	**0.07**
Deferred tax asset				
Fixed assets: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	(0.02)	0.03	-	0.01
Impact of expenditure charged to the statement of profit and loss but allowed for tax purposes on payment basis	2.19	0.54	(0.07)	2.66
Provision for standard asset	2.62	0.38	-	3.00
Provision on business loss	101.57	-	-	101.57
Gross deferred tax assets	**106.36**	**0.95**	**(0.07)**	**107.24**
Net deferred tax asset/(liability)	**105.96**	**1.28**	**(0.07)**	**107.17**

Reconciliations of deferred tax liabilities/assets(net)

	As at March 31, 2023	As at March 31, 2022
Opening balance	**107.17**	**105.96**
Tax income/(expense) during the period	0.02	1.28
Tax expense during the year recognised in OCI	0.10	(0.07)
Closing balance	**107.28**	**107.17**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Note 15a. Deferred tax liability:

	Balance sheet		Profit & Loss	
	As at March 31, 2023	As at March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
Deferred tax liability				
on account of fair valuation of investments	9,198.74	4,247.55	4,951.19	648.34
Gross deferred tax liability	**9,198.74**	**4,247.55**	**4,951.19**	**648.34**

Reconciliations of deferred tax liabilities/assets(net)

	As at March 31, 2023	As at March 31, 2022
Opening balance	4,247.55	3,599.21
Tax (income)/expense during the year recognised in statement of other comprehensive income	4,951.19	648.34
Closing balance	9,198.74	4,247.55

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Note 16: Trade Payable

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Payable		
Due to Micro enterprises and small enterprises (Refer note 45)	5.82	3.76
Trade Payable-Related Party (Refer note 39)	8.05	5.13
Others	84.86	41.93
Total	**98.73**	**50.82**

Refer note 62 (a) (iii) for ageing of Trade payables.

Note 17: Debt Securities at Amortised cost

Particulars	As at March 31, 2023	As at March 31, 2022
Un-Secured		
Non convertible bonds (NCB)- 1,406 bond of Rs 1,00,00,000 each (31 March 2022: 1,670 bond of Rs. 1,00,00,000 each)	1,654.65	1,824.02
Non convertible bonds (NCB)- 9,311 bond of Rs 10,00,000 each (31 March 2022: Nil)	887.93	-
Non convertible bonds (NCB)- 345 bond of Rs 1,00,00,000 each (31 March 2022: 1,330 bond of Rs. 1,00,00,000 each)	391.53	1,448.44
Non convertible bonds (NCB)- 3,000 bond of Rs 10,00,000 each (31 March 2022: 300 bond of Rs. 10,00,000 each)	333.94	311.79
Non convertible bonds (NCB)- 4,000 bond of Rs 10,00,000 each (31 March 2022: Nil)	425.27	-
Total gross (A)	**3,693.32**	**3,584.25**
Debt securities in India	3,693.32	3,584.25
Debt securities outside India	-	-
Total (B)	**3,693.32**	**3,584.25**

a) During the year ended March 31, 2020, the Company raised money by issue of unsecured redeemable, listed, rated Non-Convertible Bonds ('NCBs') amounting to Rs. 1,670.00 crores on private placement basis in four tranches.

The proceeds from these NCBs were used for part redemption of then existing NCDs, debt servicing and for other general corporate purposes.

Company has refinanced above NCBs of Rs. 1,670.00 Crore (raised during the year ended 31 March 2020 in multiple tranches) vide Board approval date December 09, 2020 for 36 months i.e. till December 2023.

During the year ended March 31, 2023, Company has prepaid Rs. 264.00 Crore under the NCBs of Rs. 1670.00 Crore facility and outstanding balance as on March 31, 2023 is Rs. 1406.00 crores. As on March 31, 2023, these NCBs have first charge over moveable assets of the Company both present and future. Since value of the security is less than 1x of outstanding NCBs (along with accrued interest) as on March 31, 2023. Hence these NCBs are Unsecured in Nature.

Rating of the above mentioned Non-Convertible Bonds of Rs. 1,670.00 Crore is CARE A-,Stable (Single A Minus; Outlook:Stable) reassigned by CARE Ratings Limited vide their report dated December 09, 2022.

b) During the year ended March 31, 2021, the Company has raised money by issue of unsecured, redeemable, listed non-convertible Bonds (NCBs) amounting to Rs. 1,330.00 crore, vide Board approval date December 09, 2020 for 18 months i.e. till June 2022.

The proceeds from aforesaid NCBs were used for (a) Payment of all outstanding costs, fees and expenses in relation to the issuance of the Bonds; (b) Payment of then existing NCDs and making certain payments in connection with the Existing Bonds.

During the year ended March 31, 2023, the company has amended the terms of above Non- Convertible Bonds of Rs. 1,330.00 crore and had extended the tenure of Bonds by another 3 months i.e. from June 24, 2022 to September 24, 2022.

During the year ended March 31, 2023, out of Rs. 1,330.00 crores, the Company has repaid NCBs of Rs. 985.00 crore by raising a fresh bond facility of Rs. 1,110.00 crores for a tenure of 24 months as mentioned in point (e) below, and had extended the tenure of remaining bonds of Rs. 345.00 crore by two years which are now repayable on September 24, 2024. As on March 31, 2023, these NCBs have first charge over moveable assets of the Company both present and future. Since value of the security is less than 1x of outstanding NCBs (along with accrued interest) as on March 31, 2023. Hence these NCBs are Unsecured in Nature.

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c) During the year ended March 31, 2022, the Company has raised money by issue of unsecured, redeemable, Listed Non-Convertible Bonds amounting to Rs. 300.00 Crore vide Board resolution dated May 28, 2021 and circular resolution dated August 04, 2021 for a tenure of 36 months which are repayable on August 17, 2024. As on March 31, 2023, these NCBs have first charge over moveable assets of the Company both present and future. Since value of the security is less than 1x of outstanding NCBs (along with accrued interest) as on March 31, 2023. Hence these NCBs are Unsecured in Nature.

The proceeds from these NCBs were utilized for (a) equity investment in subsidiaries i.e. GGIAL and GVIAL (b) undertaking the aeronautical and non-aeronautical facilities and services at the Goa airport.

Rating of the above mentioned Non-Convertible Bonds of Rs 300.00 Crore is CARE A-, Stable (Single A Minus: Outlook: Stable) reassigned by CARE Ratings Limited vide rating letter dated December 09, 2022.

d) During the year ended March 31, 2023, the Company has raised money by issue of unsecured, redeemable, listed non-convertible Bonds amounting to Rs. 400.00 Crore (which were drawn in two tranches i.e. Rs. 99.00 crore in June'22 and Rs. 301.00 crore in July'22) approved vide Board resolution dated June 10, 2022 and shareholder resolution dated June 09, 2022 for a tenure of 24 months, which are repayable on June 24, 2024. As on March 31, 2023, these NCBs have first charge over moveable assets of the Company both present and future. Since value of the security is less than 1x of outstanding NCBs (along with accrued interest) as on March 31, 2023. Hence these NCBs are Unsecured in Nature.

Rating of the above mentioned Non-Convertible Bonds of Rs. 400.00 Crore is CARE A-, Stable (Single A Minus; Outlook: Stable) reassigned by CARE Ratings Limited vide rating letter dated December 09, 2022

The proceeds from these NCBs were used for a) capital expenditure or investment in securities and loans to any Subsidiary or joint venture of the Company for meeting their capital expenditure or operational requirements; (b) capital expenditure or investment for undertaking aeronautical and non-aeronautical facilities and services pursuant to agreements awarded to the Company; (c) payment of the coupon under existing bond facilities and/or fees to Administrative Parties.

e) During the year ended March 31, 2023, the Company has raised money by issue of unsecured, redeemable, listed non-convertible Bonds of face value of Rs. 10,00,000 each amounting to Rs. 1,110.00 crore at an issue price of 96.25% of the face value per bond on a private placement basis in single tranche vide Board resolution dated September 09, 2022 and shareholder resolution dated June 09, 2022 for a tenure of 24 months, which are repayable on September 22, 2024.

During the year ended March 31, 2023, out of Rs. 1110.00 Crore, Company has repaid Rs. 178.90 Crore and outstanding balance as on March 31, 2023 is Rs. 931.10 crore. As on March 31, 2023, these NCBs have first charge over moveable assets of the Company both present and future. Since value of the security is less than 1x of outstanding NCBs (along with accrued interest) as on March 31, 2023. Hence these NCBs are Unsecured in Nature.

Rating of the above mentioned Non-Convertible Bonds of Rs. 1,110.00 Crores is CARE A-, Stable (Single A Minus; Outlook: Stable) assigned by CARE Ratings Limited vide rating letter dated December 09, 2022.

The proceeds from these NCBs were used for (a) part refinancing of Rs. 1330.00 crores Bond facility (including accrued coupon and redemption premium on such bonds); (b) payment of all outstanding costs, interest, fees and expenses in relation to such Issue.

Note 17a : Borrowings at Amortised cost*

Particulars	As at March 31, 2023	As at March 31, 2022
Secured		
Bank overdraft	37.99	-
Working capital loan	-	50.00
Total gross	**37.99**	**50.00**

*During the year ended March 31, 2023, the company has outstanding Over Draft (OD) Facility of Rs. 37.99 crores from IDFC First Bank Limited which carries an interest rate of IDFC first bank 12 Months MCLR + 200 Bps (currently 11.35% per annum) as on March 31, 2023,the Over Draft facility is secured by second charge on current assets of the Company (both present and future).

During the year ended March 31, 2022, the company had drawn working capital loan of Rs. 50.00 crores from IDFC First Bank Limited , the respective loan carried an interest rate of IDFC first bank 12 Months MCLR + 1.50 Bps (currently 9.90% per annum). The entire working capital loan repaid on April 05, 2022.

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GMR Airports Limited

GMR Airports Limited

CIN: U65999HR1992PLC101718

Notes forming part of the standalone financial statements for the year ended March 31, 2023

(All amount in Rupees Crores unless stated otherwise)

Note 18: Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Liability component of CCPS (Refer note 49)	442.86	442.86
Security deposits	22.55	0.15
Non Trade Payables	15.17	2.10
Retention Money	8.12	3.65
Warranty	5.02	5.19
Total	**493.72**	**453.95**

Note 19: Lease liabilities (Refer Note 56 b)

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liability - ROU Building	3.78	1.03
Lease liability - ROU Vehicles	-	0.03
Total	**3.78**	**1.06**

 # Refer note no. 39 for related party

Note 20: Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits		
Leave encashment	7.72	9.92
Gratuity [Refer note 37 (ii)]	2.24	1.36
Superannuation	0.11	0.11
Provision for Contingent assets [Refer note 48 (a)]	2.64	11.93
Total	**12.71**	**23.32**

Note 21: Other non-financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Dues Payable		
Goods and Services Tax Payable	1.92	-
Withholding Tax Payable	32.23	21.77
Provident Fund Payable	0.67	0.49
Others	0.01	-
Contract Liabilities		
Deferred / unearned revenue*	23.92	8.31
Advances received from customer	12.18	8.28
Total	**70.93**	**38.85**

*Deferred/unearned revenue as at March 31, 2023 represents 'contract liabilities' created as per requirement of Ind AS 115.

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GMR Airports Limited

Note 22: Equity Share capital

a)

Details of authorized, issued, subscribed and paid up share capital	Equity Shares		Preference Shares	
Authorized share Capital	No. of Shares	Rs. In crores	No. of Shares	Rs. In crores
At April 01, 2021	1,50,00,00,000	1,500.00	1,50,00,00,000	1,500.00
Increase / (decrease) during the year	-	-	-	-
At March 31, 2022	1,50,00,00,000	1,500.00	1,50,00,00,000	1,500.00
Increase / (decrease) during the year	-	-	-	-
At March 31, 2023	1,50,00,00,000	1,500.00	1,50,00,00,000	1,500.00

Issued, Subscribed & Paid up capital	Equity Shares		Preference Shares	
	No. of Shares	Rs. In crores	No. of Shares	Rs. In crores
Equity share of Rs. 10 each issued, subscribed and fully paid up				
At April 01, 2021	1,40,66,69,470	1,406.67	-	-
Issued during the year	-	-	-	-
At March 31, 2022	1,40,66,69,470	1,406.67	-	-
Issued during the year	-	-	-	-
At March 31, 2023	1,40,66,69,470	1,406.67	-	-

b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitles to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) The reconciliation of equity shares outstanding at the beginning and at the end of the reporting period.

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Rs. In crores	No. of shares	Rs. In crores
Equity Share at the beginning of year	1,40,66,69,470	1,406.67	1,40,66,69,470	1,406.67
Add:				
Equity Share allotted during the year	-	-	-	-
Equity share at the end of year	1,40,66,69,470	1,406.67	1,40,66,69,470	1,406.67

d) Shares held by holding Company and their subsidiaries

Name of the shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of holding	No. of shares	% of holding
GMR Airports Infrastructure Limited, Holding Company (GIL)				
42,20,00,837(31 March 2022 : 42,20,00,837) equity shares of Rs. 10/- each	42,20,00,837	30.00%	42,20,00,837	30.00%
GMR Infra Developers Limited (Wholly-owned subsidiary of GIL)				
29,54,00,588 (31 March 2022 : 29,54,00,588) equity shares of Rs. 10/- each	29,54,00,588	21.00%	29,54,00,588	21.00%
Total Equity shareholding	71,74,01,425	51.00%	71,74,01,425	51.00%

e) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of holding in the class	No. of shares	% of holding in the class
GMR Airports Infrastructure Limited; Holding Company	42,20,00,837	30.00%	42,20,00,837	30.00%
GMR Infra Developers Limited (Wholly-owned subsidiary of GIL)	29,54,00,588	21.00%	29,54,00,588	21.00%
Aeroports De Paris	35,37,83,144	25.15%	35,37,83,144	25.15%
GMR Infra Services Private Limited (formerly known as GMR SEZ Infra Services Limited)*	33,54,84,897	23.85%	33,54,84,897	23.85%
Total	1,40,66,69,466	100.00%	1,40,66,69,466	100.00%

*Wholly owned subsidiary of Aéroports de Paris SA. (ADP).

f) As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

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GMR AIRPORTS LIMITED

(All amount in Rupees Crores unless stated otherwise)

23: Other equity

Particulars	As at March 31, 2023	As at March 31, 2022
i) Security Premium reserve		
Opening balance	968.68	968.68
Net Balance as at year end	**968.68**	**968.68**
ii) Special Reserve U/s 45-1C of RBI		
Opening balance	81.05	81.05
Amount transferred during the year	-	-
Net Balance as at year end	**81.05**	**81.05**
iii) Capital Reserve		
Opening balance	0.23	0.23
Amount transferred during the year	-	-
Net Balance as at year end	**0.23**	**0.23**
iv) Retained earnings		
Opening balance	72.80	137.35
Add: Net (loss)/profit for the year	(178.98)	(80.63)
Add: Re-measurement gains/(losses) on defined benefit plans (net of tax)	(0.31)	0.20
Add: Transfer from FVOCI	-	15.88
Less: Transfer to special reserve u/s 45 IC of RBI Act	-	-
Net Balance as at year end	**(106.49)**	**72.80**
v) Other Comprehensive Income		
(Loss)/Gain on equity instruments designated at FVOCI for the year (net)		
Opening balance	15,336.09	12,997.59
Movement during the year (Net of Tax)	17,214.40	2,354.38
Less: Transfer to Retained earnings	-	(15.88)
Net Balance as at year end	**32,550.49**	**15,336.09**
Total reserve and surplus (i+ii+iii+iv+v)	**33,493.98**	**16,458.85**

Nature and purpose of reserve

Securities premium reserve
Securities premium reserve is used to record the premium received on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

FVOCI equity investments
The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Capital Reserve
The Company recognizes profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve.

Special Reserve
The Company, being registered as non-banking financial institution, is required to transfer 20% of net profits to special reserve in accordance with Section 45IC of RBI Act. The said reserve can be used only for the purpose as may be specified by the bank from time to time.

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GMR Airports Limited

(All amount in Rupees Crores unless stated otherwise)

Note 24: Revenue from Operations

Interest Income

Particulars	**Year ended March 31, 2023** **On financial assets measured at Amortised cost**	**Year ended March 31, 2022** **On financial assets measured at Amortised cost**
Interest on loan to related parties (Refer note 39)	82.57	77.27
Interest income from Investments		
Optionally convertible debentures (Refer note 39)	99.37	198.08
Certificate of deposits	0.08	-
Deposits with Banks	0.71	3.17
Total (a)	**182.73**	**278.52**

Note 25:Dividend Income

Particulars	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Dividend from group companies (Refer note 39)	27.93	18.37
Total (b)	**27.93**	**18.37**

Note 26: Revenue from contracts with customers

Particulars	**Year ended March 31, 2023**	**Year ended March 31, 2022**
-Engineering, Procurement and Construction (EPC) revenue	91.66	112.01
-Consultancy revenue #	115.75	71.58
-Sale of Services: Non Aeronautical #	5.96	-
Aviation Academy revenue	11.88	3.23
Total (c)	**225.25**	**186.82**

Refer note no. 39 for related party

Note: Geographical bifurcation for receivables

Particulars	**Year ended March 31, 2023**	**Year ended March 31, 2022**
(i) Company earns revenue from customer contracts		
Within India	225.03	186.77
Outside India	0.22	0.05
	225.25	**186.82**
(ii) Timing of rendering of services:		
service rendered at a point in time	0.45	-
service rendered over a point of time	224.80	186.82
	225.25	**186.82**
(iii) Set below is the revenue recognised from:		
Amount included in contract liabilities at the beginning of the year	8.31	0.12
Performance obligation satisified in previous year	-	-
	8.31	**0.12**

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(All amount in Rupees Crores unless stated otherwise)

(iv) Contract Balances	Year ended March 31, 2023	Year ended March 31, 2022
Receivables (trade receivables and retention money)		
- Non Current	-	-
- Current	78.21	52.61
- Loss Allowance (Non Current)	-	-
- Loss Allowance (Current)	-	-
	78.21	52.61
Contract Assets		
Unbilled Revenue		
- Non Current	-	-
- Current	28.35	42.23
- Loss Allowance (Current)	-	-
	28.35	42.23
Contract Liabilities		
Advance Received from Customers and deferred / unearned revenue		
- Non Current	20.67	-
- Current	15.43	21.78
	36.10	21.78

Increase/ Decrease in net contract balances is primarily due to:
The movement in receivables and in contract assets is on account of invoicing and collection.

Note 27: Net gain/(loss) on fair value changes

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net gain/(loss) on financial instruments at fair value through profit or loss		
Gain on sale of mutual funds (including fair valuation change)	9.34	4.88
Total Net gain/(loss) on fair value changes (d)	9.34	4.88
Fair Value changes:		
-Realised	6.18	6.29
-Unrealised	3.16	(1.41)
Total Net (loss)/ gain on fair value changes	9.34	4.88
Total Revenue from Operations (a+b+c+d)	445.25	488.59

Fair value changes in this schedule are other than those arising on account of accrued interest income/expense.

Note 28: Other income

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Exchange difference (net)	213.55	83.86
Miscellaneous income #	6.00	5.75
Reversal of contingent provision on standard asset	9.28	-
Interest income on financial asset measured at amortised cost		
Preference Shares (OCRPS) #	0.00	-
Security deposit #	0.63	0.09
Total	229.46	89.70

Refer note no. 39 for related party

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(All amount in Rupees Crores unless stated otherwise)

Note 29: Finance costs

Particulars	Year ended March 31, 2023 On financial assets measured at Amortised cost	Year ended March 31, 2022 On financial assets measured at Amortised cost
Debt securities	478.68	399.70
Borrowings (other than debt)	6.24	1.75
Brokerage fees	82.69	67.48
Bank charges	0.65	10.54
Others	1.77	0.41
Total	**570.03**	**479.88**

Note 30: Employee benefits expense *

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries and wages	21.42	17.05
Contribution to provident and other funds	1.77	1.54
Gratuity	0.21	0.15
Staff welfare expenses	1.31	0.62
Total	**24.71**	**19.36**

* Above expenses are net of allocation/ recovery done

Note 31: Depreciation and Amortization expense

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of property, plant and equipment [refer note 14(a)]	0.66	0.61
Amortization on right of use asset [refer note 14(b)]	1.13	1.05
Less: transfer/ allocation to subsidiaries	-	(0.14)
Total	**1.79**	**1.52**

Note 32: Other expenses*

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Concession Fees	3.09	-
Legal and professional fees	137.86	29.44
Travelling and conveyance	12.09	4.77
Lease Rent	4.50	3.02
Bidding Expenses	0.38	2.00
Repair & Maintenance others	0.22	0.32
Vehicle Running & Maintenance	-	0.03
Repair & Maintenance IT	0.55	1.63
Rates and taxes	7.93	4.28
Communication cost	0.24	0.38
Remuneration to auditor (Refer note A)	0.60	1.28
Directors sitting fees	0.26	0.16
Training Expenses	2.56	2.29
Contingent provision against standard assets	-	1.51
Provision for doubtful debts and loans	0.25	-
Bad debts written off	-	0.25
Logo fees	1.93	1.68
Asset written off	0.01	-
Miscellaneous expenses	5.16	2.60
Total	**177.63**	**55.64**

* Above expenses are net of allocation/ recovery done
# Refer note no. 39 for related party

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Notes forming part of the standalone financial statements for the year ended March 31, 2023

(All amount in Rupees Crores unless stated otherwise)

Note A: Remuneration to Auditor

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
As auditor		
Statutory audit of Company	0.18	0.17
Limited Reviews	0.21	0.16
In other capacity		
Other services (including certification charges)	0.21	0.87
Reimbursement of expenses	0.01	0.08
	0.60	**1.28**

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(All amount in Rupees Crores unless stated otherwise)

Note 33: Tax Expenses

The major components of income tax expense for the year ended March 31, 2023 and year ended March 31, 2022 are:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current income tax:		
Previous Year- Income tax charge	-	-
Adjustments in respect of current income tax of previous year	(1.83)	-
Deferred tax:		
Relating to origination and reversal of temporary differences	(0.02)	(1.28)
Income tax expense reported in the statement of profit or loss	**(1.85)**	**(1.28)**

Other Comprehensive Income Section

Deferred tax related to items recognised in OCI during the year:	Year ended March 31, 2023	Year ended March 31, 2022
Re-measurement gain/(loss) on defined benefit plans	(0.10)	0.07
(Loss)/Gain on equity instrument designated at FVOCI for the year (net)	4,951.19	648.34
Income tax charged to OCI	**4,951.09**	**648.41**

Reconciliation of Income tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2023 and March 31, 2022 are:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Accounting profit before tax	(180.83)	(81.90)
Tax at the applicable tax rate of 25.168% (March 31, 2022 : 25.168%)	(45.51)	(20.61)
Tax effect of income that are not taxable in determining taxable profit:		
Income exempt under Income tax	-	-
Change in Tax rate	-	-
Tax effect of expenses that are not deductible in determining taxable profit:		
Donations	-	-
Other non-deductible expenses	43.67	19.33
Tax expense	**(1.85)**	**(1.28)**
Income tax expense recorded in the statement of profit and loss	**(1.85)**	**(1.28)**

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(All amount in Rupees Crores unless stated otherwise)

Note 34: Components of Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

Particulars	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Re-measurement gain/ (losses) on defined benefit plans	(0.41)	0.27
Income tax effect	0.10	(0.07)
Gain on equity instruments designated at fair value through other comprehensive income for the year (net)	22,165.59	3,002.72
Income tax impact	(4,951.19)	(648.34)
Net Impact	**17,214.09**	**2,354.58**

Note 35: Earnings Per Share

Basic EPS amounts are calculated by dividing the (loss)/profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the (loss)/profit attributable to equity holder (after adjusting for dividend on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Profit/(Loss) attributable to equity holders for basic and diluted earnings: (A)	(178.98)	(80.63)
Weighted average number of equity shares used for computing loss/earning per share (B)	1,40,66,69,470	1,40,66,69,470
Weighted average number of equity shares adjusted for diluted EPS (C)	1,40,66,69,470	1,40,66,69,470
[Face value of Rs. 10/- each]		
Basic Loss per share (A/B)	(1.27)	(0.57)
Diluted Loss per share (A/C)	(1.27)	(0.57)

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36. DISCLOSURE AS REQUIRED UNDER ANNEXURE I, ANNEXURE II, ANNEXURE IIA, ANNEXURE III, ANNEXURE IV AND ANNEXURE V OF MASTER DIRECTION CORE INVESTMENT COMPANIES (RESERVE BANK), DIRECTION, 2016

Annexure I- Public Disclosure on Liquidity Risk - [Refer (i)]

Annexure II - Schedule to the Balance Sheet of a non-deposit taking Core Investment Company – [Refer (ii)]

Annexure IIA – Reporting Format for CIC's declaring dividend - [Refer (iii)]

Annexure III – Data on Pledged Securities - [Refer (iii)]

Annexure IV – Information about the proposed promoters/directors/shareholders of the company - [Refer (iii)]

Annexure V

a) Components of Adjusted Net Worth ("ANW") and other related information – [Refer (iv)]

b) Investment in other CICs - [Refer (v)]

c) Off Balance Sheet Exposure – [Refer (vi)]

d) Investments – [Refer (vii)]

e) Maturity Pattern of Assets and Liabilities - [Refer (viii)]

f) Business Ratios - [Refer (ix)]

g) Provisions as per CIC guidelines and others – [Refer (x)]

h) Concentration of NPAs - [Refer (xi)]

i) Overseas Assets (for those with Joint Ventures and Subsidiaries abroad) - [Refer (xii)]

j) Exposure to Real Estate Sector, both direct and indirect - [Refer (xiii)]

k) Miscellaneous Disclosures - [Refer (xiv)]

(i) Public disclosure on liquidity risk:

a. Funding concentration based on significant counterparty (both deposits and borrowings):

Sr No.	As at March 31, 2023			As at March 31, 2022		
	Number of Significant Counterparties	Amount* (Rs. in Crores)	% of Total Liabilities	Number of Significant Counterparties	Amount* (Rs. in Crores)	% of Total Liabilities
1	12	3,382.10	24.85%	5.00	3,300.00	39.05%
2	-	-	-	1.00	50.00	0.59%
3	1	37.99	0.28%	-	-	-

*Excluding accrued interest and adjustment of EIR.

b. Top 20 large deposits (Amount in Rs. Crore and % of total deposits);

The company being a Non-Banking Financial Institution i.e., Systemically Important Core Investment Company (CIC-ND-SI) registered with Reserve Bank of India does not accept public deposits.

c. Top 10 borrowings (Amount in Rs. Crore and % of total borrowings)

Sr No.	As at March 31, 2023		As at March 31, 2022	
	Amount* (Rs. in Crore)	% of Total Borrowings	Amount* (Rs. in Crore)	% of Total Borrowings
1	3,382.10	98.89%	3,300.00	98.51%
2	-	-	50.00	1.49%
3	37.99	1.11%	-	-

*Excluding accrued interest and adjustment of EIR

d. Funding concentration based on significant instrument/product:

Sr No.	Name of the instrument/product	As at March 31, 2023		As at March 31, 2022	
		Amount* (Rs. in Crores)	% of Total Liabilities	Amount* (Rs. in Crores)	% of Total Liabilities
1	Non- Convertible Bonds	3,382.10	24.85%	3,300.00	39.05%
2	Working Capital Loan	-	-	50.00	0.59%
3	Bank Overdraft	37.99	0.28%	-	-

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(All amount in Rupees Crores unless stated otherwise)

e. Stock Ratios:

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	Commercial paper as a % of total public funds, total liabilities and total assets	None	None
2	Non-Convertible debentures (Original maturity of less than one year) as a % of total public funds, total liabilities and total assets	None	None
3	Other Short-Term Liabilities, if any, as a % of Total Public Funds	62.39%	47.48%
4	Other Short-Term Liabilities, if any, as a % of Total Liabilities #	4.80%	6.56%
5	Other Short-Term Liabilities, if any, as a % of Total Assets	4.80%	6.56%

Total Liabilities includes Total Equity (Equity Share Capital and Other Equity).

f. Institutional set up for liquidity risk management:

As per the requirement of Annexure I of Master Directions-Core Investment Companies (Reserve Bank) Directions, 2016 dated August 25, 2016 and last amended on December 29, 2022 and guidelines on Liquidity Risk Management Framework, the Board have constituted Asset Liability Management Committee (ALCO) & Risk Management Committee in its meeting held on June 25, 2020, Further, the framework on Liquidity Risk Management have also been approved by the Board in its meeting held on August 21, 2020.

Both the above-mentioned Committees are actively performing their function as per the terms of reference of the Committee as approved by the Board. (Also, Refer note 43- Liquidity risk section)

(ii) Annexure II

S. No	Particulars	As at March 31, 2023		As at March 31, 2022	
		Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
Liabilities Side:					
1	**Loans and advances availed by the CIC inclusive of interest accrued thereon but not paid: (Refer note 17A)**				
	(a) Debentures: Unsecured	-	-	-	-
	(b) Deferred Credits	-	-	-	-
	(c) Term Loans	-	-	-	-
	(d) Inter Corporate Loans and Borrowings	-	-	-	-
	(e) Commercial Paper	-	-	-	-
	(f) Non-Convertible Bonds: Unsecured	3,693.32	-	3,584.25	-
	(g) Working Capital Loan : Secured	-	-	50.00	-
	(h) Bank Overdraft : Secured	37.99	-	-	-

Sr. No.	Particulars	Amount Outstanding as at March 31, 2023	Amount Outstanding as at March 31, 2022
	Assets Side:		
2	**Break-up of Loans and Advances (net of provisions): (refer note 10)**		
	(a) Secured	-	-
	(a) Unsecured*	549.23	543.16
	Total	**549.23**	**543.16**

*Provision on standard asset @0.40% is not adjusted here.

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(All amount in Rupees Crores unless stated otherwise)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
	Assets Side:		
3	**Break-up of Leased Assets and Stock on Hire and other Assets counting towards asset financing activities:**		
	(i) Lease Assets including Lease Rentals under Sundry Debtors:		
	(a) Financial Lease	-	-
	(b) Operating Lease	-	-
	(ii) Stock on Hire including Hire Charges under Sundry Debtors:		
	(a) Assets on Hire	-	-
	(b) Repossessed Assets	-	-
	(iii) Other Loans counting towards AFC activities		
	(a) Loans where Assets have been repossessed	-	-
	(b) Loans other than (a) above	-	-
4	**Break up of Investment: (Refer note 11)**		
	Current Investment:		
	1. Quoted:		
	(i) Shares: (a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of Mutual Funds	-	-
	(iv) Government Securities	-	-
	(v) Commercial Papers	-	-
	2. Unquoted:		
	(i) Shares: (a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of Mutual Funds	395.47	-
	(iv) Government Securities	-	-
	(v) Commercial Papers	-	-
	(vi) Commercial deposits	49.98	-
	Long Term Investment:		
	1. Unquoted:		
	(i) Shares: (a) Equity	46,948.25	22,878.88
	(b) Preference	0.05	-
	(ii) Debentures and Bonds	92.56	2,450.56
	(iii) Units of Mutual Funds	-	-
	(iv) Government Securities	-	-
	(v) Private Equity Fund	-	-

Sr. No.	Particulars	Amount Outstanding as at March 31, 2023		Amount Outstanding as at March 31, 2022	
		Secured	Unsecured	Secured	Unsecured
5	**Borrower group-wise classification of assets financed as per above:**				
	Related Parties				
	(a) Subsidiaries	-	-	-	-
	(b) Companies in the same group	-	549.23	-	543.16
	(c) Other related parties	-	-	-	-
	(d) Other than related parties	-	-	-	-
	Total	-	**549.23**	-	**543.16**

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Chartered Accountants
Bengaluru

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(All amount in Rupees Crores unless stated otherwise)

Sr. No.	Category	As at March 31, 2023		As at March 31, 2022	
		Market Value / Break up or fair value or NAV	Book Value* (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value* (Net of Provisions)
6	**Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): (Refer note 11)**				
	1.Related Parties				
	(a) Subsidiaries (Investment in Equity, Preference and Debentures)	43,724.46	5,189.21	24,259.63	5,649.54
	(b) Companies in the same group	-	-	-	-
	(c) Other related parties (Investment in Equity)	3,316.40	95.23	1,069.81	95.23
	(d) Other than Related Parties				
	Investment in Mutual funds and Commercial deposits	445.45	442.29	-	-
	Total	**47,486.31**	**5,726.73**	**25,329.44**	**5,744.77**

*Represents historical cost at which investments were initially made.

Sr. No.	Particulars	Amount Outstanding as at March 31, 2023		Amount Outstanding as at March 31, 2022	
		Secured	Unsecured	Secured	Unsecured
7	**Other Information**				
	Gross Non-Performing Assets				
	(a) Related Parties	-	-	-	-
	(b) Other than Related Parties	-	-	-	-
	Net Non-Performing Assets				
	(a) Related Parties	-	-	-	-
	(b) Other than Related Parties	-	-	-	-

(iii) Disclosure as required under Annexure IIA, Annexure III, Annexure IV and Annexure V:

i) The Company has not declared any dividend during the period ended March 31, 2023 (March 31, 2022: Nil).

ii) There are no securities pledged against loan given to group companies as at March 31, 2023 (March 31, 2022: Nil)

iii) There are no proposed promoter/director/shareholders as at March 31, 2023.

(iv) Components of Adjusted Net Worth (ANW) and Other Related Information

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022***
1	Adjusted Net Worth as a percentage of risk weighted asset (A/B)	26.50%	31.59%
2	Adjusted Net Worth* (A)	2,225.45	2,395.04
3	Risk weighted Asset** (B)	8,398.97	7,580.65
4	Unrealised appreciation in the Book Value of Quoted Investments	-	-
5	Diminution in the aggregate Book Value of Quoted Investments	-	-
6	Leverage Ratio	2.82	2.22

*Adjusted Net Worth is sum of paid-up equity capital, share premium, capital reserves, credit balance in P&L account and special reserve.

** Risk Weighted Assets is the value of assets at the closing of the balance sheet date as a percentage of the weights assigned to them as per Master Direction – Core Investment Companies (Reserve Bank) Directions, 2016.

*** Previous year figures adjusted for deferred tax to align with computation of FY 2022-23.

(v) There have been no investments made in other CICs by the Company as at March 31, 2023 (March 31, 2022: Nil).

(vi) Off Balance Sheet Exposure

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	Off balance sheet exposure (Rs. crores)	1,861.00	1,123.12
2	Financial Guarantee as a % of total off- balance sheet exposure	21.91%	14.05%
3	Non-Financial Guarantee as a % of total off- balance sheet exposure	78.09%	85.95%
4	Off balance sheet exposure to overseas subsidiaries (Rs. crores)	706.60	665.34
5	Letter of comfort issued to any subsidiary	Yes (Refer note 38 (i) (b)- iv, v, vi & vii	

(vii) Investments:

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	**Value of Investments**		
	i) Gross Value of Investment	**47,486.31**	**25,329.44**
	(a) In India	45,632.12	22,655.17
	(b) Outside India	1,854.19	2,674.27
	ii) Provisions for Depreciation	-	-
	(a) In India	-	-
	(b) Outside India	-	-
	iii) Net Value of Investment	**47,486.31**	**25,329.44**
	(a) In India	45,632.12	22,655.17
	(b) Outside India	1,854.19	2,674.27
2	**Movement of Provision held towards depreciation on investments**		
	i) Opening balance	-	-
	ii) Add: Provision made during the year	-	-
	iii) Less: write-off / write back of excess provision during the year	-	-
	iv) Closing balance	-	-

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(All amount in Rupees Crores unless stated otherwise)

(viii) Asset Liability Management (ALM) - Maturity pattern of Assets and Liabilities:

As at March 31, 2023

Particulars	1 to 7 days	8 to 14 days	15 days to 30/31 days	Over 1 month upto 2 month	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 year & upto 5 years	Over 5 years	Total
Advances (ICD)	-	-	-	-	115.34	55.77	-	343.82	34.30	-	**549.23**
Investment	49.98	-	-	-	-	-	-	395.47	-	47,040.86	**47,486.31**
Borrowings	37.99	-	-	-	28.66	2.25	1,632.07	2,030.34	-	-	**3,731.31**
Foreign currency assets	-	-	-	-	-	-	-	-	-	-	-
Foreign currency Liabilities	-	-	-	-	-	-	-	-	-	-	-

As at March 31, 2022

Particulars	1 to 7 days	8 to 14 days	15 days to 30/31 days	Over 1 month upto 2 month	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 year & upto 5 years	Over 5 years	Total
Advances (ICD)	-	-	-	102.05	-	-	-	354.67	86.44	-	**543.16**
Investment	-	-	-	-	-	-	-	-	-	25,329.44	**25,329.44**
Borrowings	50.00	-	-	-	1,478.34	-	-	2,105.91	-	-	**3,634.25**
Foreign currency assets	-	-	-	-	-	-	-	-	-	-	-
Foreign currency Liabilities	-	-	-	-	-	-	-	-	-	-	-

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(ix) Business Ratios

Sr No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	Return on Equity (RoE)* #&	(0.07)	(0.03)
2	Return on Assets (RoA)* #$	(0.03)	(0.01)
3	Net Profit per employee (Rs. crores)	(0.89)	(0.94)

* Ratios are negative due to losses for the current year and previous year
# Loss for the year is considered after tax but before taking adjustment for other comprehensive income.
& Average Shareholders funds have been computed after taking adjustment for the impact of fair valuation taken through FVTOCI.
$ Total assets are adjusted for fair valuation impact taken through other comprehensive income.

(x) Break-up of Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account:

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022
1	Provision for depreciation on Investment	-	-
2	Provision towards NPA	-	-
3	Provision made towards Income tax*	-	-
4	Provision for doubtful debts and loans	0.25	-
5	Bad debts written off	-	0.25
6	Provision for standard assets	-	1.51

*No provision for current Tax made except for deferred tax credit and income tax refund

(xi) Concentration of NPAs

Sr. No	Particular	As at March 31, 2023		As at March 31, 2022	
		Amount	Exposure as a % of total assets	Amount	Exposure as a % of total assets
1	Total Exposure to top five NPA	Nil	Not Applicable	Nil	Not Applicable

(xii) Overseas Assets (for those with joint ventures and Subsidiaries abroad)

Name of the Joint Venture/Subsidiary	Other Partner in the JV	Country	Total Assets As at March 31, 2023	Total Assets As at March 31, 2022
GMR Airports (Mauritius) Limited	Not Applicable (100% subsidiary)	Mauritius	0.06	0.06
GMR Airports International B.V	Not Applicable (100% subsidiary)	Netherlands	1,752.34	1,892.13
GMR Airports Netherlands B.V.	Not Applicable (100% subsidiary) (Incorporated during the previous year)	Netherlands	120.70	-

(xiii) Exposure to Real Estate Sector, both direct and indirect

Sr No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	Direct Exposure - Investment Properties	-	-
2	Indirect Exposure	-	-

(All amount in Rupees Crores unless stated otherwise)

(xiv) Miscellaneous Disclosures:

- The company has not obtained any registration/licence/authorization from any other financial sector regulators
- There is no penalties imposed by RBI and other regulators on the basis of inspection reports
- Detail of audit qualification, impact and management comments (See Details Below)
- Maturity pattern of assets and liabilities (See Details Below)

(a) Maturity analysis of assets and liabilities as required as per Master Direction- Core Investment Companies (Reserve Bank) Directions, 2016

Particulars	As at March 31, 2023			As at March 31, 2022		
	Before 12 Months	After 12 Months	Total	Before 12 Months	After 12 Months	Total
Assets						
Financial Assets						
Cash and cash equivalents	39.09		39.09	122.03		122.03
Bank balance other than cash and cash	4.86		4.86	9.83		9.83
Trade Receivables	69.43		69.43	48.94		48.94
Loans	171.10	378.13	549.23	112.16	431.00	543.16
Investments	445.45	47,040.86	47,486.31		25,329.44	25,329.44
Other financial assets	123.61	4.50	128.11	63.42		63.42
Non-financial Assets						
Current tax assets (net)	-	22.15	22.15	34.10		34.10
Deferred tax assets (net)	-	107.28	107.28		107.17	107.17
Property, plant and equipment	-	2.43	2.43		1.42	1.42
Right of Use-Assets	-	3.62	3.62		0.91	0.91
Capital work in progress	-	46.49	46.49		0.61	0.61
Other non- financial assets	31.56	20.01	51.57	28.49	25.80	54.29
Total Assets	**885.10**	**47,625.47**	**48,510.57**	**418.97**	**25,896.35**	**26,315.32**
Liabilities						
Financial Liabilities						
Trade Payables						
(i) total outstanding dues of micro enterprises and small enterprises	5.82	-	5.82	3.76		3.76
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	92.91	-	92.91	47.06		47.06
Debt Securities	1,700.97	2,030.34	3,731.31	1,528.34	2,105.91	3,634.25
Lease Liabilities	0.07	3.71	3.78	1.06		1.06
Other financial liabilities	474.83	18.89	493.72	99.03	349.73	448.76
Non Financials Liabilities						
Provisions	3.17	9.54	12.71	2.39	20.93	23.32
Deferred tax liabilities (net)	-	9,198.74	9,198.74		4,247.55	4,247.55
Other Non-financial Liabilities	50.26	20.67	70.93	44.04		44.04
Total Liabilities	**2,328.03**	**11,281.89**	**13,609.92**	**1,725.68**	**6,724.12**	**8,449.80**
Net	**(1,442.93)**	**36,343.58**	**34,900.65**	**(1,306.71)**	**19,172.23**	**17,865.52**

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(b) Financial Statements notes on Regulatory ratios, limits and disclosures:

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS *	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms **	Difference between Ind AS 109 provisions and IRACP norms ***
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets						
Standard	Stage 1	711.47	1.13	710.34	0.88	0.25
	Stage 2	-	-	-	-	-
Subtotal		**711.47**	**1.13**	**710.34**	**0.88**	**0.25**
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	**Stage 1**	**711.47**	**1.13**	**710.34**	**0.88**	**0.25**
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	**711.47**	**1.13**	**710.34**	**0.88**	**0.25**

* Standard asset Gross Carrying Amount includes Investments (OCDs), Loans and Trade receivable.

**Includes contingent provision @ 0.40% on standard assets (OCDs and Loans) of Rs. 0.88 Crs (netted of from Other income-Reversal of provision due to redemption of OCDs from GAIBV)

***Excess provision of Rs. 0.25 Crs made as per Ind AS 109.

The Company's net working capital situation as on March 31, 2023 is Rs. (1,442.93) crore [March 31, 2022: (1,306.71) Crore].

Detail of audit qualification and impact: The Company has issued Bonus Compulsorily Convertible Preference Shares Series A, Series B, Series C and Series D (hereinafter together referred as "Bonus CCPS") to shareholders of the Company pursuant to the terms of the Shareholders' Agreement entered between the shareholders of the Company, the Company and Aéroports de Paris S.A which are being carried at face value. In our opinion, basis the terms of such Bonus CCPS, the accounting treatment is not in accordance with Ind AS 109, Financial Instruments, as the liability towards these Bonus CCPS should be recognised at their fair value. Had the Company applied the appropriate accounting treatment for these Bonus CCPS, 'Other equity' would have been lower by Rs. 497.34 crore (31 March 2022: Rs. 1,113.14 crore), and 'Other financial liabilities' would have been higher by Rs. 497.34 crore as at 31 March 2023 (31 March 2022: Rs. 1,113.14 crore).

Management comment: During the earlier year, the Company has issued 273,516,392 non-cumulative compulsorily convertible preference shares series A each having a face value of Rs. 10 each, for an aggregate face value of Rs. 273.52 crore as per terms of Shareholders' Agreement ('SHA') dated February 20, 2020 between the Company, Aéroports de Paris S.A. ('ADP'), GMR Airport Infrastructure Limited ('GIL') (formerly known as GMR Infrastructure Limited), and GMR Infra Services Limited ('GISL'). These CCPS are convertible into equity shares no later than November 15, 2024 in accordance with terms of SHA.

Further, during the second closing with ADP, the Company has issued Bonus CCPS series B, C and D each having a face value of Rs.10 each, for an aggregate face value of Rs.169.34 crore as per terms of the amended Shareholders agreement ('Amended SHA') dated July 7, 2020.

Bonus CCPS Series B, C and D are convertible into such number of equity shares depending on Company achieving consolidated target EBIDTA for financial year ended March 31, 2022, March 31, 2023 and March 31, 2024, as detailed in the shareholder agreement.

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Bonus Compulsory Convertible Preference Shares Series A, Series B, Series C and Series D are hereinafter together referred as 'Bonus CCPS'.

All these Bonus CCPS are convertible into the equity shares of the Company as per the terms and conditions specified in the SHA and Amended SHA. These Bonus CCPS are issued to the shareholders of the Company as Bonus Shares and are non-redeemable and can only be converted into the equity shares of the Company. The management has chosen to record these Bonus CCPS at the face value and not at fair value in accordance with Ind As 109 'Financial Instruments', owing to the fact that the difference between the fair value and face value, being Rs.497.34 crore is notional in nature and accordingly does not impact the Other Equity, when the final conversion into equity takes place. Considering the terms of these Bonus CCPS, once converted, the requisite adjustments will be made in the Other Equity. This would be also covered in the Boards' Report to be issued pursuant to Section 134 of the Companies Act, 2013.

Items of income and expenditure of exceptional nature - NIL

Breaches in terms of covenants in respect of loans availed or debt securities issued - NIL

Divergence in asset classification and provisioning above a certain threshold - NIL

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(All amount in Rupees Crores unless stated otherwise)

37. Retirement and other employee benefits

Employee benefits

i) Defined Contribution Plan

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Benefits (contribution to):		
Employer's contribution to Provident & Other fund	0.43	0.23
Employer's contribution to Superannuation fund	1.34	1.31

ii) Defined Benefit Plan

Gratuity expense

Gratuity liability is a defined benefit plan which is funded through policy taken from Life Insurance Corporation of India and Liability (net of fair value of investment in LIC) is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days' salary (based on last drawn basic salary) for each completed year of service.

The following tables summarise the components of net benefit expense recognised in the standalone statement of profit or loss/OCI and amounts recognised in the standalone balance sheet for defined benefit plans/obligations:

Net employee benefit expense (recognized in Employee Cost) for the year ended March 31, 2023:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current Service Cost	0.38	0.40
Interest Cost	0.09	0.09
Net benefit expense	0.47	0.49

Amount recognised in Other Comprehensive Income (OCI) for the year ended March 31, 2023

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Actuarial Gain/ Loss due to DBO experience (A)	0.40	(0.14)
Actuarial (gain)/loss due to DBO financial assumption changes (B)	(0.07)	(0.09)
Actuarial (gain)/loss arising during the year (C = A + B)	0.33	(0.23)
Return on plan assets (greater)/less than discount rate (D)	0.08	(0.04)
Actuarial (gain)/loss recognized in OCI (E= C + D)	0.41	(0.27)

Balance Sheet

Particulars	As at March 31, 2023	As at March 31, 2022
Defined benefit obligation	(6.11)	(5.11)
Fair value of plan assets	3.87	3.75
Benefit liability	(2.24)	(1.36)

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Changes in the present value of the defined benefit obligation are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening defined benefit obligation	5.11	4.74
Interest cost on the defined benefit obligation	0.36	0.32
Current service cost	0.38	0.40
Acquisition cost	0.08	(0.05)
Actuarial losses (gain) on financials assumptions	(0.07)	-
Benefits paid (including transfer)	(0.15)	(0.07)
Actuarial losses/(gain) on obligation	-	(0.23)
Actuarial losses/(gain) on experience	0.40	-
Closing defined benefit obligation	6.11	5.11

Changes in the fair value of plan assets are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening fair value of plan assets	3.75	3.36
Acquisition adjustment	0.08	0.14
Contributions by employer	-	0.05
Benefits paid (including transfer)	(0.15)	(0.07)
Interest income on plan assets	0.26	0.23
Return on plan assets greater/(lesser) than discount rate	(0.08)	0.04
Closing fair value of plan assets	3.87	3.75

The Company has contributed Rs. Nil to gratuity fund during the year ended on March 31, 2023 (March 31, 2022: Rs. 0.05 crore).

The major category of plan assets as a percentage of the fair value of total plan assets is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
	(%)	(%)
Investments with Insurer Managed Funds	100%	100%

Expected benefit payment for the year ended;

Particulars	Amount
1 March 31,2024	1.49
2 March 31, 2025	0.63
3 March 31, 2026	0.35
4 March 31, 2027	0.65
5 March 31,2028	0.59
6 March 31 2029 to March 31, 2033	4.64

Experience adjustments for the current and previous four years are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Defined benefit obligation	(6.11)	(5.11)	(4.74)	(4.39)	(3.75)
Plan assets	3.87	3.75	3.36	3.26	3.29
Funded status	(2.24)	(1.36)	(1.38)	(1.13)	(0.46)
Experience (gain) / loss adjustment on plan liabilities	(0.40)	(0.14)	(0.22)	1.65	0.60
Experience (gain) / loss adjustment on plan assets	-	(0.00)	(0.01)	1.42	0.05
Actuarial loss due to change in financial assumptions	(0.07)	(0.08)	-		-

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The principal assumptions used in determining gratuity obligation for the Company's plans are shown below:

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate (in %)	7.30%	7.10%
Salary Escalation (in %)	6.00%	6.00%
Expected rate of return on assets	7.30%	7.30%
Attrition rate (in %)	5.00%	5.00%

A quantitative sensitivity analysis for significant assumption as at March 31, 2023 is as shown below:

Assumptions	As at March 31, 2023	As at March 31, 2022
	Discount rate	
Sensitivity Level	**1.00%**	**1.00%**
Impact on defined benefit obligation due to increase	(0.31)	(0.27)
Impact on defined benefit obligation due to decrease	0.35	0.30

Assumptions	As at March 31, 2023	As at March 31, 2022
	Future Salary Increase	
Sensitivity Level	**1.00%**	**1.00%**
Impact on defined benefit obligation due to increase	0.18	0.16
Impact on defined benefit obligation due to decrease	(0.18)	(0.17)

Assumptions	As at March 31, 2023	As at March 31, 2022
	Attrition rate	
Sensitivity Level	**1.00%**	**1.00%**
Impact on defined benefit obligation due to increase	0.05	0.05
Impact on defined benefit obligation due to decrease	(0.06)	(0.05)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The average duration of the defined benefit plan obligation at the end of the reporting period is 10 years (March 31, 2022:10 years).

38. Commitments and Contingencies

(i) Capital and Other Commitments:

(a) Capital commitments outstanding as at March 31, 2023 is Rs. 20.37 crores (March 31, 2022: Rs. 1.16 crores).

(b) Other commitments

i. Bank fixed deposits of Rs. 3.56 crores (March 31, 2022: Rs. 9.66 crores) have been pledged as cash margin with IDFC Bank.

During the year ended March 31, 2023, pledge amount against Bank FD has been reduced by. Rs. 7.40 crores subsequent to reduction in guarantee amount in respect of advance bank guarantee in favour of ESR GMR Logistics Park Private Limited. (EGLPPL) and Performance bank guarantee in favour of Andhra Pradesh Airports Development Corporation Limited. Further, pledge amount against bank FD of Rs. 1.30 crores has been created in respect of issue of bank guarantees in regard to Airbus group, GMR Vishakhapatnam International Airport Limited (GVIAL) Cargo and Mumbai International Airport Limited concession, Advance bank guarantee in favour of Airbus group and Aviation academy BG in favour of GMR Goa International Airport Limited (GGIAL).

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ii. As on March 31, 2023, there is no surveillance fee payable by company to CARE.

As at March 31, 2022, the Company was required to pay Rs.0.43 crores plus taxes to CARE as annual surveillance fee for FY 2022-23.

iii. Company has separately executed Sponsor support Agreement in favour of lenders of GMR Goa International Airport Limited ("GGIAL") for securing debt facility of GGIAL, with following undertakings:-

a) The Company is required to infuse equity of Rs. 657.00 crore in GGIAL as per the sponsor support agreement. GGIAL is expecting Rs. 438.00 crore as Sponsor shortfall contribution/ Subordinated debt/deposit from concessioners and the Company is committed to provide support in case of any shortfall in receipt of deposits. As on 31 March 2023, Company has infused equity of Rs. 657.00 crore.

b) Company undertakes to meet any shortfall in debt servicing up to 2 years of the actual Commercial Operation Date ('COD') and thereafter lenders shall review the requirement for continuation of such undertaking 3 months prior to the date of expiry of the undertaking. If based on the review, the Company may be required to extend the undertaking for additional period of 2 years, then it shall do so within a period of 15 days of such review else the entire rupee term loan becomes payable by the Company (sponsors) and the borrowers, i.e., GGIAL on a joint & several basis. The Company has achieved COD on December 07, 2022.

c) To bring (either on its own or through third parties) funds to meet the differential between the Termination Payment received as per the provisions of the Concession Agreement in the event of termination and outstanding debt, with respect to the Lenders under the Financing Documents.

d) To retain Management Control of the borrower company (GGIAL) during the tenure of the Facility. The Company, being the sponsor shall, directly or indirectly, maintain a shareholding of not Less than 51% of the equity shares of the GGIAL during the tenor of the Facility.

e) To fund any increase in Project Cost through equity/unsecured loans; if any.

f) Any unsecured loans of the GGIAL from Promoter/Company/ GMR Group Company Concerns shall be subordinate, and any interest or principal payment will not be paid during the tenor of the Facility unless the Restricted Payment Test is satisfied. The Debt should carry ROI which shall be lower than the prevailing ROI for the term loan.

g) In the event of invocation of Performance Bank Guarantee of Rs. 62.00 crore Company to infuse funds to that extent.

h) To keep minimum of 23% of the equity stake of the GGIAL free of any encumbrance/negative lien.

iv. The Company has committed to provide financial support to GMR Airports International B.V (subsidiary of GAL) as and when required for a period less than 12 months.

v. The Company has committed to provide financial and other support, if necessary, to GMR Airports (Singapore) Pte Limited (a subsidiary of GMR Airports International B.V, which is subsidiary of the company) to enable the Company to operate as a going concern and to meets its obligation as and when they fall due.

vi. GAL and GMR Airports International B.V (GAIBV) executed the Second Amendment Agreement and other finance documents, as required to accede to the terms and conditions of the Initial Omnibus Agreement in order to assume the obligations of GMR Infrastructure (Singapore) Pte Limited "GISPL" and GMR Airport Infrastructure Limited (Formerly known as GMR Infrastructure Limited) "GIL", for GAL as Sponsor, and for GAIBV as Sponsor and Assignor and Share Security Grantor. Pursuant to Sponsor accession and share security interest supplement agreement dated December 16, 2022, GAL and GAIBV shall cease to be party to the Sponsor support agreement.

vii. GAL has provided Sponsor Support undertaking in favour of lenders of GGIAL for securing debt facility by GGIAL (Cash shortfall support, Termination shortfall support, Project cost overrun support, performance security support, funding shortfall support)

viii. GAL has given letter of comfort dated January 09, 2023 to ICICI Bank Limited in consideration of extending the working capital limits of Rs 135.00 Crores (Fund based Limits and Non Fund based limits) to its wholly owned subsidiary, GMR Airport Developers Limited.

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ix. During the year ended March 31, 2023, the GAL has provided of letter of comfort dated March 20, 2023 to ICICI Bank Limited in consideration of extending the term loan facility of Rs. 125.00 crores to its wholly owned subsidiary, GMR Airport Developers Limited

x. During the year ended March 31, 2023, GAL ("Sponsor") has provided Sponsor Support undertaking dated December 08, 2022 entered into between GAL and GVIAL ("Borrower") and HSBC for extending the Non fund based limit upto Rs. 50.00 crores to its subsidiary GVIAL

xi. GAL has signed a Promoter undertaking in favour of Catalyst Trusteeship Limited (Security trustee) on August 03, 2022 for its subsidiary, Delhi Airport Parking Services Private Limited for funding of Rs. 200.00 Crores from IDF.

xii. During the year ended March 31, 2023, the Company ("Guarantor") has provided a Corporate Guarantee in favor of Axis Trustee Services Limited ("Debenture Trustee") for an amount of up to Rs. 60.00 crores on behalf of GMR Goa International Airport Limited ("Issuer") towards debentures issued with a validity up to December 31, 2024. This guarantee is provided as per terms mentioned under Deed of Guarantee provided by Guarantor in favour of Debenture Trustee dated November 24, 2022.

xiii. During the year ended March 31, 2023, the Company ("Guarantor") has provided Corporate Guarantee in favor of Axis Trustee Services Limited ("Debenture Trustee") for an amount of up to Rs. 50.00 crores on behalf of GMR Goa International Airport Limited ("Issuer") towards debentures issued with a validity up to December 31, 2024. This guarantee is provided as per terms mentioned under Deed of Guarantee provided by Guarantor in favour of Debenture Trustee dated November 24, 2022.

xiv. During the year ended March 31, 2023, the Company ("Guarantor") has provided Corporate Guarantee in favor of Axis Trustee Services Limited ("Security Trustee") for an amount of up to Rs. 125.00 crores on behalf of GMR Goa International Airport Limited ("Issuer") towards the rupee term loan facility granted to GGIAL. This guarantee is provided as per terms mentioned under Deed of Guarantee provided by Guarantor in favour of Security Trustee dated December 23, 2022.

(ii) Contingent Liabilities not provided for

Guarantees excluding financial guarantees

a) The Company has given corporate guarantee in favour of Airports Authority of India to Punjab National Bank for issuing counter guarantee of Rs. 300.00 crores (March 31, 2022: Rs. 300.00 Crores) in respect of Delhi International Airport Limited (formerly known as Delhi International Airport Private Limited).

b) During the previous year ended March 31, 2022, the Company has furnished corporate guarantee in favour of National Bank of Greece ("NBG") on behalf of GMR Greece for an amount up to Euro 79.00 Million. The Corporate guarantee has been issued as per terms of NBG facility.

c)

- During the earlier year, the Company has given Performance Bond Security in favour of Andhra Pradesh Airports Development Corporation Limited of Rs. 46.00 crore to Meet concession requirement for Bhogapuram Airport. This Bank Guarantee has been released during the month of December 2022.

- The Company has given performance security in favour of CEO, Additional skill acquisition programme, Higher Education Department, Government of Kerala of Rs. 0.05 Crore (March 31, 2022: 0.05 crore) to additional skill acquisition programme, as a pre-condition to hand over the civil infrastructure of the transit campus of the community skill park, Kerala.

- The Company has given security deposit in the form of Bank guarantee of Rs. 3.00 Crore (March 31, 2022: Rs. 3.00 crore) in favour of Kannur International Airport Limited (Authority) for commencement of operations as per provisions mentioned in tripartite agreement.

- During the year ended March 31, 2022, the Company has given performance bank guarantee of Rs. 8.55 crores in favour of ESR GMR Logistics Park Private Limited (EGLPPL) (formerly known as GMR Logistics Park Private Limited) as part of design and build contract awarded to the company (GAL) by GLPPL.

- During the previous year ended March 31, 2022, the Company has given Advance bank guarantee of Rs. 17.09 crores in favour of ESR GMR Logistics Park Private Limited (EGLPPL) as part of design and build contract awarded to company (GAL) by GLPPL. This Bank Guarantee has been released during the month of December 2022.

- During the year ended March 31, 2022, the Company has given performance bank guarantee of Rs. 0.04 crore in favour of Delhi international airport limited in respect of the contract granted for providing technical trainings.

- During the previous year ended March 31, 2022, the Company has provided bank guarantee of Rs. 0.05 crore in favour of GMR Vishakhapatnam International Airport Limited (GVIAL) for GVIAL Cargo business bidding requirement. During the Year ended March 31, 2023, this bank guarantee has expired and liquidated by bank post receipt of discharge request from Beneficiary authority.

- During the previous year ended March 31, 2022, company has amended value of PBG issued in favour of GMR Goa International Airport Limited (GGIAL) for bidding of Cargo terminal facilities and services for MOPA Airport. Value of performance bank guarantee (PBG) is amended by bank from Rs. 5.00 crores to 10.00 crores post submission of amendment request by company in the month of February 2022. Hence, now value of PBG is Rs. 10.00 crores.

- During the year ended March 31, 2022, the Company has given performance security of Rs. 1.00 crore in favour of GMR Goa International Airport Limited (GGIAL) pursuant to request for proposal (RFP) of cargo terminal facilities and services for MOPA Airport.

- During the year ended March 31, 2022, GADL (a wholly owned subsidiary of GAL) has given performance bank guarantee of Rs. 10.00 crores in favour of Delhi International Airport Limited pursuant to award of concession to finance, Install, operate, manage and maintain BM Equipment at IGI Airport, Delhi. This bank guarantee is issued from Non- Fund based limits sanctioned to GMR Airports Limited by IDFC First bank. During the year ended March 31, 2023, this bank guarantee has expired and liquidated by bank post receipt of discharge request from Beneficiary authority.

- During the year ended March 31, 2023, the company has given bank guarantee in form of bid security of Rs. 0.50 crores in favour of Mumbai International Airport Limited (MIAL) for concession at terminal 1 & 2 for F&B and lounges.

- During the year ended March 31, 2023, the company has given performance bank guarantee of Rs. 0.75 crores in favour of GMR Vishakhapatnam International Airport Limited (GVIAL) for GVIAL Cargo business requirement.

- During the year ended March 31, 2023, the company has given performance bank guarantee of Rs.2.35 crore in favour of Airbus Group India Private Limited Pursuant to Airbus contract awarded to the company by Airbus group.

- During the year ended March 31, 2023, the company has given Advance bank guarantee of Rs.9.40 crore in favour of Airbus Group India Private Limited Pursuant to Airbus contract awarded to the company by Airbus group.

- During the year ended March 31, 2023, the company (GMR aviation academy) has given bid guarantee of Rs.0.01 crore in favour of GMR Goa International Airport Limited for aviation training to GGIAL employees.

- As per contractual terms with GMR Hyderabad Aviation SEZ Limited (GHASL), in lieu of Bank Guarantees, GAL has issued Corporate Guarantees (CG) in favour of GHASL as under:-

  (i) CG for Mobilization Advance of Rs.7.05 crores
  (ii) CG for Performance of Rs.2.35 crores
  (iii) CG for Retention Rs. 2.35 crores

d) There are numerous interpretative issues relating to the Supreme Court (SC) judgement on Provident Fund dated February 28, 2019. As a matter of caution, the Company has made a provision on a prospective basis from the date of the SC order. The Company will update its provision, on receiving further clarity on the subject.

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e) The following long term investments have been pledged by the Company towards borrowing of the Group Companies:

Company Name	As at March 31, 2023		As at March 31, 2022	
	No. of equity Shares	Amount (Rs in crore)	No. of equity shares	Amount (Rs in crore)
Delhi Duty Free Services Private Limited	95,36,800	66.66	95,36,800	66.66
GMR Goa International Airport Limited	33,50,70,000	335.07	306,255,000	306.25
Delhi Airport Parking Services Private Limited	48,86,400	29.96	39,49,497	24.22

Income tax matters

a) The Company had received an order under section 143(3) for the Assessment year 2014-2015 relating to disallowance under section 14A with respect to expenditure incurred for earning the exempted income amounting to Rs. 6.77 crores. The Company filed an appeal before CIT (Appeals) against the said order but same has been dismissed by CIT (Appeals). The Company has further filed appeal before ITAT against said order which has been allowed in the favour of the Company and the Company has received the refund of Rs. 2.71 crores. Further, the Company has filed an appeal before CIT(A) against order giving effect to ITAT order under section 254 for incorrect calculation on of disallowance under section 14A and short grant of refund and interest.

b) The Company has received assessment order passed by Assessing Officer (the AO) wherein the AO has made disallowances for AY 2016-17 amounting to Rs. 54.80 crores which consist of disallowance of Rs. 33.96 crores. under section 36(1)(iii) on axis bank term loan of Rs. 380.00 crores.; addition of Rs. 18.70 crores under section 14A by applying Rule 8D; disallowance of deduction under section 80G of CSR Expenses amounting to Rs. 0.84 crores.; addition of Rs. 1.3 crores under section 37 of the Income Tax Act, 1961 for expenses pertaining to fund raising activities. The Company has filed an appeal before CIT (appeals) against the said order.

c) The Company has received assessment order passed by Assessing Officer (the AO) wherein the AO has made disallowances for AY 2017-18 amounting to Rs. 60.31 crores which consist of disallowance of Rs. 38.49 crores under section 36(1)(iii) on term loan of Rs. 380.00 crores and addition of Rs. 21.82 crores under section 14A by applying Rule 8D. The Company has filed an appeal before CIT (appeals) against the said order.

d) The Company has received assessment order passed by Assessing Officer (the AO) dated July 12, 2021 wherein the AO has made disallowances for AY 2018-19 amounting to Rs. 62.47 crores which consist of disallowance of Rs. 39.43 crores under section 36(1)(iii) on term loan of Rs. 380.00 crores and addition of Rs. 22.66 crores under section 14A by applying Rule 8D' disallowance of deduction under section 80G of CSR Expenses amounting to Rs. 0.38 crores. The Company has filed an appeal before Commissioner of Income Tax (Appeals) against the said order.

e) The Company has filed its return of income for AY 2021-22 which has been processed under section 143(1) of the Income Tax Act wherein the AO has made disallowance of interest on TDS of Rs. 0.98 crore which is already been considered in the return of income filed and resulted in taxing the same amount twice. The Company has filed an appeal before Commissioner of Income Tax (Appeals) against the said order.

f) With reference to AY 2021-22, the Assessing Officer (the AO) has issued notice under section 92D(3) and 92CA(2) of the Income Tax Act to determine arm's length price in respect of international transactions entered into by the Company during the FY 2020-21 which has been replied vide its reply dated Jan 24, 2023 .

g) With reference to AY 2019-20, a notice under section 148A(b) has been issued to show cause as to why a notice section 148 of the Income tax Act, 1961 should not be issued. Based on our submission, AO passed order under section 148A(d) of the Act wherein reply furnished by the Company has not been accepted. In consequence, notice under Section 148 of the Act has been issued.

Based on the internal Assessment, the management is of the view that there is no requirement of any provision to be made in the Standalone Financial Statements in respect of the aforementioned matters.

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Other Matters

a) During the year ended March 31, 2021, the Company is in receipt of demand-cum-Show Cause Notice No. 49/2020-21 Dated 23 September 2020 bearing C. No. I-26(494)/CT/Adt-II/C-16/G-24/AMR-628/GMR Airport/149/19-20/2509, wherein a demand of service tax has been proposed amounting to Rs. 4.19 crores along with interest and penalty, on account of non-payment of service tax on Corporate Guarantees given to subsidiaries, group companies or joint venture companies. The show cause notice pertains to the period from April 2014 to June 2017 i.e. covering three years and a quarter of the FY 2017-18.

   Based on the legal opinion, the Company has filed the reply to the SCN on January 13, 2021 and the same is yet to be adjudicated.

b) During the year ended March 31, 2021, the Company is in receipt of Notice GST ASMT-10 reference No. ZD070121016464X Dated 21 January 2021 for the FY 2018-19 and GST ASMT-10 reference No. ZD0703210158000 Dated March 15, 2021 for the FY 2019-20 wherein a demand of GST tax has been proposed amounting to Rs. 0.02 crores and Rs. 0.62 crores for the FY 2018-19 and FY 2019-20 respectively along with interest, on account of GST ITC difference in GSTR-2A and GSTR-3B.

   The Company has filed the reply to the notices on February 05, 2021 and April 05, 2021 for FY 2018-19 and FY 2019-20 respectively with the Assistant Commissioner and no further communication has been received in the matter by the Company from the authority.

c) During the previous year, the Company is in receipt of Notice GST ASMT-10 reference No. ZD071021012319Z dated October 21, 2021 for the FY 2020-21, wherein a demand of GST has been proposed amounting to Rs.0.39 crore along with interest, on account of GST ITC difference in GSTR-2A and GSTR-3B. The Company has filed the reply to the aforesaid notice on November 17, 2021, with the Assistant Commissioner and no further communication has been received in the matter by the Company from the authority.

d) During the previous year, the company has received a notice on February 15, 2022 in the name of GMR Aviation Academy, issued by the Office of the Commissioner of Customs Appeals, dated February 09, 2022, intimating the hearing fixed on February 22, 2022 in the matter of Customs Appeal filed against the Order of the Dy. Commissioner of Customs, New Delhi dated November 22, 2019 levying a fine of Rs. 0.01 crore and penalty of Rs. 0.005 crore in the matter of Import of IATA DGR Manuals. Pursuant to the notice received, the company filed a request letter dated February 21, 2022, seeking adjournment of hearing in the above matter and also requested to provide a copy of the Order passed and the Appeal filed in the matter and the documents have been received on May 24, 2022. The matter was heard on July 06, 2022, wherein the same was represented in-house team along with fresh set of submissions. The Commissioner (A), post hearing the submissions, had asked to provide the reason of adding the additional submissions in writing. The same was submitted to the Office of Commissioner (A) on July 12, 2022. Now the next date of hearing in the matter is yet to be intimated.

   Based on the internal Assessment, the management is of the view that there is no requirement of any provision to be made in the Standalone Financial Statements in respect of the aforementioned Matters.

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39. Related party disclosures

1. Names of Related parties and description of relationship:

Ultimate Holding Company	GMR Enterprises Private Limited (formerly known as GMR Holding Private Limited) (GEPL)
Immediate Holding Company	GMR Airport Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Subsidiaries and step-down subsidiaries	Delhi International Airport Limited Delhi Aerotropolis Private Limited[1&8] GMR Airport Developers Limited GMR Airports (Mauritius) Ltd.[17] GMR Goa International Airport Limited GMR Hyderabad International Airport Limited GMR Aero Technic Limited[2] GMR Air Cargo and Aerospace Engineering Limited[2] GMR Hospitality and Retail Limited (formerly known as GMR Hotels And Resorts Limited)[2] GMR Hyderabad Aerotropolis Limited[2&9] GMR Hyderabad Aviation SEZ Limited[2] GMR Airports International B.V Delhi Airport Parking Services Private Limited [1&4] GMR Airports (Singapore) Pte Limited[3] GMR Nagpur International Airport Limited GMR Kannur Duty Free Services Limited GMR Viskhapatnam International Airport Limited GMR Airport Greece Single Member SA[3] GMR Hyderabad Airport Assets Limited[2&9] GMR Airports Netherlands B.V.[15] GMR Hospitality Limited[19]
Joint Venture Company	International Airport Of Heraklion, Crete, Concession SA[3&18] Delhi Duty Free Services Private Limited[1&5] GMR Megawide Cebu Airport Corporation[3] Delhi Aviation Fuel Facility Private. Ltd.[1] Laqshya Hyderabad Airport Media Private Ltd.[2] Delhi Aviation Services Private Limited[1] GMR Bajoli Holi Hydropower private Limited[1] Mactan Travel Retail Group Corporation[6&7] SSP Mactan Cebu Corporation[6&7] ESR GMR Logistics Park Private Limited[16] (Formerly Known as GMR Logistics Park Private Limited) GMR Megawide Construction JV[3] Pt Angkasa Pura Aviasi[22]
Associate Company	Travel Food Services (Delhi Terminal 3) Private Limited[1] TIM Delhi Airport Advertisement Private Limited[1] Celebi Delhi Cargo Terminal Management India Private Limited[1] Digi Yatra Foundation[1] Globemerchant Inc.[6]
Fellow Subsidiaries (including subsidiaries companies of the ultimate holding Company (where transactions have taken place)	GMR Aviation Private Limited Raxa Security Services Limited Grandhi Enterprises Private Limited GMR Corporate Affairs Limited (formerly known as GMR Corporate Affairs Private Ltd.) GMR Aero-Structure Services Limited GMR Infra Developers Limited GMR Business Process and Services Private Limited Dhruvi Securities Private Limited GMR Power and Urban Infra Limited

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GMR AIRPORTS LIMITED

(All amount in Rupees Crores unless stated otherwise)

Shareholder's having substantial interest/enterprises having significant influences	GMR Infra Services Limited (Formerly known as GMR SEZ Infra Services Limited) Aeroports de Paris S.A
Private Company in which a director or manager or his relatives is a director or member	JSW GMR Cricket Private Limited (formerly known as GMR Sports Private Limited)
Enterprise owned or significantly influenced by key management personnel or their relatives	GMR Family Fund Trust GMR Varalakshmi Foundation
Key management personnel	Mr. G. M. Rao (Chairman) Mr. GBS Raju (Vice Chairman) Mr. I. Prabhakar Rao (Executive Director) Mr. Grandhi Kiran Kumar (Joint Managing Director and CEO) Mr. Srinivas Bommidala (Joint Managing Director) Mr. N.C. Sarabeswaran (Independent Director)[12] Mr. R.S.S.L.N. Bhaskarudu (Independent Director)[12] Ms. Siva Kameswari Vissa[21] Mr. G.R.K Babu (Chief Financial officer) Mr. K. Narayana Rao (Director)[11] Mr. Augustin de Romanet de Beaune (Non-Executive Director) Mr. Philippe Pascal (Non-Executive Director) Mr. Xavier Hurstel (Non-Executive Director) Mr. Fernando Echegaray Del Pozo (Non-Executive Director)[10] Mr. Subba Rao Amarthaluru (Independent Director)[12] Mr. Sushil Kumar Dudeja (Company Secretary)[13] Mr. Alexandre Guillaume Roger Ziegler (Independent Director)[14] Mr. Antoine Roger Bernard Crombez (Executive Director and Deputy CEO)[14] Ms. Bijal Tushar Ajinkya (Independent Director)[20]

1. Step down subsidiary/joint venture/associate of Delhi International Airport Limited
2. Step down subsidiary/joint venture of GMR Hyderabad International Airport Limited
3. Step down subsidiary/joint venture of GMR Airports International B.V.
4. GMR Airports Limited holds 40.1% shares
5. GMR Airports Limited holds 17.03% shares
6. Step down joint venture of GMR Megawide Cebu Airport Corporation
7. GMR Airports International B.V holds 8.34% shares
8. An application was made on August 11, 2020 with the Registrar of company (ROC), Delhi seeking its approval for removal of name of the Company from the Register of companies, being maintained by the ROC which has been subsequently received on December 09, 2021. Accordingly, company name is strike off w.e.f. December 09, 2021.
9. The Regional Director, South-East Region, Ministry of Corporate Affairs, Hyderabad (Regional Director), vide its Confirmation Order dated June 18, 2021, approved the Scheme of Arrangement between GMR Hyderabad Aerotropolis Limited (Demerged Company) and GMR Hyderabad Airport Assets Limited (Resulting Company), envisaging the demerger of "Rent Yielding Warehousing Businesses" of the Demerged Company into the Resulting Company, with appointed date as April 01, 2021
10. Mr. Fernando Echegaray Del Pozo has been appointed as non-executive director w.e.f May 28, 2021
11. Mr. K. Narayana Rao has been resigned from directorship w.e.f August 25, 2021.
12. Mr. R.S.S.L.N. Bhaskarudu & Mr. N.C. Sarabeswaran ceased to be director w.e.f September 18, 2021 and Mr. Subba Rao Amarthaluru has been appointed as Independent director (Non-executive) w.e.f September 19, 2021
13. Mr. Sushil Kumar Dudeja has been appointed as company secretary w.e.f August 25, 2021.
14. Mr. Alexandre Guillaume Roger Ziegler has been appointed as independent director and Mr. Antoine Roger Bernard Crombez has been appointed as executive director and deputy CEO w.e.f. November 03, 2021.
15. Incorporated on December 17, 2021 and 100% subsidiary of company.
16. GMR Hyderabad Aerotropolis Limited holds 30% shareholding.
17. During the year ended March 31, 2022, the Company has filed for winding up. Further received "No Objection Certificate" from Mauritius Revenue Authority vide ref. No. LTD/C16114117/KM/72464 dated March 09, 2023.

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(All amount in Rupees Crores unless stated otherwise)

18. During the year ended March 31, 2022, the Company has sold its entire shareholding to GMR Airport Greece Single Member S.A., wholly owned subsidiary of the company.
19. Incorporated on July 25, 2022 and company holds 70% shareholding
20. Ms. Bijal Tushar Ajinkya has been appointed as an Independent Director w.e.f. September 28, 2022
21. Ms. Siva Kameswari Vissa has been resigned from directorship w.e.f. September 28, 2022
22. Step down Associate/joint venture of GMR Airports Netherlands B.V.

Terms and conditions of transactions with related parties: -
The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. For the year ended March 31, 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2022: Rs Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Contingent liabilities / Commitments with related parties:
The contingent liabilities and commitments in respect of related parties are provided in note no 38 above, forming part of these Standalone Financial Statements.

Transactions with key management personnel
The transaction with key management personnel includes the payment of director sitting fees and managerial remuneration which are provided in note no 39 (A) & (B) below. There are no other transactions with the Key management personnel.

'The remuneration of the key management personnel is determined by the Remuneration committee having regard to the performance of the individual and the market trend.

Interest in significant subsidiaries and joint venture

Name of the Entity	Relationship	Ownership interest	Date of incorporation	Country of incorporation
Delhi International Airport Limited	Subsidiary	64.00%	March 01, 2006	India
GMR Hyderabad International Airport Limited	Subsidiary	63.00%	December 17, 2002	India
Delhi Duty Free Services Private Limited	Joint Venture	17.03% (Directly)	July 07, 2009	India
GMR Airport Developers Limited	Subsidiary	100.00%	June 13, 2008	India
GMR Airports (Mauritius) Limited*	Subsidiary	100.00%	January 18, 2013	Mauritius
GMR Goa International Airport Limited	Subsidiary	99.99%	October 14, 2016	India
GMR Airports International BV **	Subsidiary	99.99%	May 28, 2018	Netherlands
Delhi Airport Parking Services Private Limited	Subsidiary	40.10% (Directly)	February 11, 2010	India
GMR Nagpur International Airport Limited	Subsidiary	100.00%	August 22, 2019	India
GMR Kannur Duty Free Services Limited	Subsidiary	100.00%	November 20, 2019	India
GMR Visakhapatnam International Airport Limited	Subsidiary	100.00%	May 19, 2020	India
GMR Airports Netherlands B.V.	Subsidiary	100.00%	December 17, 2021	Netherlands
GMR Hospitality Limited	Subsidiary	70.00%	July 25, 2022	India

* During the year ended March 31, 2022, the Company has filed for winding up.

** GAL hold 99.99% w.e.f. March 14, 2023.

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GMR Airports Limited

GMR Airports Limited
CIN: U65999HR1992PLC101718
Notes forming part of the standalone financial statements for the year ended March 31, 2023
(All amount in Rupees Crores unless stated otherwise)

Details of transactions existing with related parties during the year ended March 31, 2023 along with balances as at year end:

A. Transactions during the year	Year ended 31 March 2023	Year ended 31 March 2022
Interest Income		
GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)	**2.26**	2.05
GMR Airports International BV	**93.20**	198.08
GMR Aerostructure Service Limited	**34.68**	21.60
GMR Power And Urban Infra Limited	**39.86**	53.62
Dhruvi Securities Limited	**5.78**	-
GMR Goa International Airport Limited	**6.17**	-
Income from Aviation academy		
GMR Hyderabad International Airport Limited	**0.57**	0.12
Delhi International Airport Limited	**0.72**	0.49
GMR Goa International Airport Limited	**0.00**	-
Raxa Security Services Limited	**1.06**	-
GMR Airport Developers Limited	**0.11**	0.04
GMR Air Cargo & Aerospace Engineering Limited	**0.87**	0.46
GMR Hyderabad Aerotropolis Limited	**0.01**	-
Celebi Delhi Cargo Terminal Management India Private Limited	**0.07**	0.05
Gmr Aviation Private Limited	**0.00**	-
Delhi Aviation Fuel Faciliy Private Limited	**0.00**	-
Consultancy Income		
GMR Hospitality and Retail Limited	**7.51**	2.28
GMR Air Cargo and Aerospace Engineering Private Limited	**7.62**	7.31
Delhi Airport Parking Services Private Limited	**7.99**	7.26
Delhi Duty Free Services Private Limited	**34.98**	10.00
Tim Delhi Airport Advertising Private Limited	**14.00**	9.37
GMR Hyderabad Aviation SEZ Limited	**-**	1.65
GMR Kannur Duty Free Services Limited	**0.62**	0.28
Dividend Income		
Delhi Duty Free Services Private Limited	**27.93**	8.17
GMR Airport Developers Limited	**-**	10.20
Non Aeronautical Business Income		
GMR Hospitality Limited	**0.86**	-

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GMR Airports Limited

GMR Airports Limited
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Details of transactions existing with related parties during the year ended March 31, 2023 along with balances as at year end:

A. Transactions during the year	**Year ended 31 March 2023**	**Year ended 31 March 2022**
Other Income		
Grandhi Enterprises Private Limited	-	0.01
GMR Goa International Airport Limited (Reversal of Provision created in previous year)	-	2.23
GMR Goa International Airport Limited	-	0.07
GMR Airport Greece Single Member S.A	-	1.91
GMR Hyderabad Aerotropolis Limited	**0.18**	-
Delhi International Airport Limited	**0.01**	-
GMR Airports International B.V	**9.80**	-
GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)	**0.40**	-
GMR Goa International Airport Limited (OCRPS)	**0.00**	-
Engineering, Procurement and Construction (EPC)		
ESR GMR logistics Park Private Limited	**59.95**	112.01
GMR Hyderabad Aviation SEZ Limited	**9.23**	-
Non Aeronautical Business Expenses		
GMR Goa International Airport Limited	**3.09**	-
Cost Allocation		
GMR Hyderabad International Airport Limited	**23.71**	19.45
Delhi International Airport Limited	**47.68**	39.84
Other expenses-		
Rent expenses		
Delhi International Airport Limited	**1.54**	2.90
Grandhi Enterprises Private Limited	-	0.83
GMR Business Process And Services Private Limited	**0.10**	0.15
GMR Hyderabad Aerotropolis Limited	**0.16**	0.15
Legal and professional fees		
Raxa Security Services Limited	**0.60**	2.24
GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)	**2.41**	2.99

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Details of transactions existing with related parties during the year ended March 31, 2023 along with balances as at year end:

A. Transactions during the year	Year ended 31 March 2023	Year ended 31 March 2022
Sub-Contracting Expenses		
Raxa Security Services Limited	0.27	-
GMR Airports Developer Limited	0.63	-
Capital Work In Progress		
GMR Airports Developer Limited	2.50	-
Delhi Airport Parking Services Private Limited	0.16	-
GMR Air Cargo and Aerospace Engineering Private Limited	0.00	-
GMR Hospitality and Retail Limited	0.18	-
GMR Goa International Airport Limited	0.46	-
Delhi International Airport Limited	0.01	-
Logo fees		
GMR Enterprises Private Limited	1.93	1.68
Travelling and conveyance		
GMR Hyderabad International Airport Limited	0.03	0.02
GMR Hospitality and Retail Limited	0.00	-
Delhi Airport Parking Services Private Limited	0.02	-
Travel Food Services (Delhi Terminal 3) Private Limited	0.00	-
Training Expenses		
Delhi International Airport Limited	-	0.11
Repair & Maintenance		
Delhi International Airport Limited	-	0.32
Interest on Lease Liability		
Delhi International Airport Limited	0.05	0.15
Depreciation (Lease)		
Delhi International Airport Limited	0.89	0.89
Grandhi Enterprises Private Limited	-	0.14
GMR Goa International Airport Limited	0.22	-

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GMR Airports Limited

(All amount in Rupees Crores unless stated otherwise)

Details of transactions existing with related parties during the year ended March 31, 2023 along with balances as at year end:

A. Transactions during the year	Year ended 31 March 2023	Year ended 31 March 2022
Miscellaneous expenses		
GMR Goa International Airport Limited	-	0.05
Raxa Security Services Limited	0.61	-
Bid Management fee		
GMR Goa International Airport Limited	-	2.00
GMR Vishakhapatham International Airport Limited	0.11	0.01
Amortization of prepaid expenses		
GMR Goa International Airport Limited	0.95	-
GMR Vishakhapatnam International Airport Limited	0.02	-
Recovery of Expenses		
GMR Kannur Duty Free Service Limited	-	0.03
GMR Vishakhapatnam International Airport Limited	0.31	0.97
International Airport of Heraklion,Crete,Concession SA	-	4.87
GMR Nagpur International Airport Limited	-	0.10
GMR Airport Developers Limited	0.09	-
Aeroports De Paris SA	0.60	-
GMR Airports Greece Singlemember SA	0.15	-
Delhi Duty Free Services Private Limited	0.00	-
GMR Hospitality Limited	0.02	-
Reimbursement of Expenses		
GMR Airport (Singapore) PTE Limited	-	2.77
Delhi International Airport Limited	0.04	0.24
GMR Airport Developer Limited	0.31	-
Bad Debts write off		
GMR Goa International Airport Limited	-	0.07

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GMR AIRPORTS LIMITED

GMR Airports Limited
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Details of transactions existing with related parties during the year ended March 31, 2023 along with balances as at year end:

A. Transactions during the year	**Year ended 31 March 2023**	**Year ended 31 March 2022**
Remuneration to key managerial personnel		
Salary, bonus and contribution to PF		
Mr. Grandhi Kiran Kumar	**2.78**	5.68
Mr. Srinivas Bommidala	**2.70**	5.38
Mr. Indana Prabhakar Rao	**1.27**	1.47
Mr. Antoine Crombez	**2.82**	2.64
Mr. G.R.K. Babu	**2.30**	3.28
Mr. Sushil Kumar Dudeja	**0.50**	0.39
Director sitting fees		
Mr. N.C. Sarabeswaran	**-**	0.03
Mr. R.S.S.L.N. Bhaskarudu	**-**	0.03
Mrs.Siva Kameswari Vissa	**0.05**	0.05
Mr. Grandhi Buchisanyasi Raju	**0.02**	0.01
Mr. Grandhi Mallikarjuna Rao	**0.01**	0.01
Mr. Subba Rao Amarthaluru	**0.10**	0.02
Mr. Alexandre Ziegler	**0.03**	0.01
Mrs. Bijal Tushar Ajinkya	**0.05**	-
Loan given to		
GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)	**-**	100.00
GMR Power and Urban Infrastructure Limited	**-**	230.00
GMR Aero-structure Service Limited	**30.00**	165.00
Dhruvi Securities Limited	**50.00**	-
Loan refunded by:		
GMR Aero-structure Service Limited	**17.50**	200.00
GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)	**100.00**	-
GMR Power & Urban Infra Limited	**-**	200.00

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Details of transactions existing with related parties during the year ended March 31, 2023 along with balances as at year end:

A. Transactions during the year	**Year ended 31 March 2023**	**Year ended 31 March 2022**
Non-current investment in subsidiary company (including issue of shares against Share Application Money given in previous period)		
GMR Goa International Airport Limited	**56.50**	216.00
GMR Kannur Duty Free Services Limited	**0.30**	3.15
GMR Visakhapatnam International Airport Limited	**28.84**	27.25
GMR Nagpur International Airport Limited	**0.25**	-
GMR Airports Netherlands B.V	**113.75**	220.13
GMR Hospitality Limited	**5.67**	0.08
Non-current investment in subsidiary company in Optionally Convertible Redeemable Preference Shares		
GMR Goa International Airport Limited	**0.10**	-
Non-current investment in Optionally Convertible Debentures		
GMR Goa International Airport Limited	**100.00**	-
Sale of Non -current investment in joint venture company		
GMR Airport Greece Single Member S.A	**-**	251.17
Security Deposit Given		
Delhi International Airport Limited		0.01
GMR Goa International Airport Limited	**1.38**	2.14
GMR Visakhapatnam International Airport Limited	**0.10**	-
GMR Hyderabad Aerotropolis Limited	**0.25**	-
Prepaid Expenses		
GMR Goa International Airport Limited	**8.62**	12.72
GMR Visakhapatnam International Airport Limited	**0.65**	-
Interest Income on Amoritization of Security Deposit		
GMR Goa International Airport Limited	**0.32**	0.07
GMR Visakhapatnam International Airport Limited	**0.01**	-
Unearned Revenue		
Delhi Duty Free Services Private Limited	**-**	7.86

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Details of transactions existing with related parties during the year ended March 31, 2023 along with balances as at year end:

A. Transactions during the year	Year ended 31 March 2023	Year ended 31 March 2022
Provision for doubtful debts (including non-trade receivables)		
Delhi International Airport Limited	**0.03**	-
GMR Hyderabad International Airport Limited	**0.01**	-
GMR Air Cargo and Aerospace Engineering Private Limited	**0.09**	-
Celebi Delhi Cargo Terminal Management India Private Limited	**0.01**	-
GMR Hyderabad Aerotropolis Limited	**0.00**	-
GMR Goa International Airport Limited	**0.00**	-
Provision for doubtful advances		
Dhruvi Securities Limited	**0.22**	-
GMR Aerostructure Service Limited	**0.21**	0.66
GMR Power And Urban Infra Limited	**0.04**	0.12
GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)	-	0.40
Provision on Optionally Convertible Debentures		
GMR Goa International Airport Limited	**0.41**	-
Provision for Optionally Convertible Debentures		
GMR Airports International B.V	-	1.13
Conversion of Optionally Convertible Debentures & Its Interest into Equity Investments		
GMR Airports International B.V	**1,684.80**	-
Redemption of Optionally Convertible Debentures		
GMR Airports International B.V	**1,073.60**	-

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GMR Airports Limited

B. Balances outstanding as at year end	As at March 31, 2023 (Rs. crores)	As at March 31, 2022 (Rs. crores)
Investment in subsidiary		
GMR Airport Developers Limited	**953.08**	503.38
GMR Hyderabad International Airport Limited	**12,408.90**	8,431.29
Delhi International Airport Limited	**26,402.30**	11,599.45
GMR Goa International Airport Limited	**801.50**	750.30
GMR Airports (Mauritius) Limited	**0.89**	0.90
Delhi Airport Parking Services Private Limited	**531.40**	264.07
GMR Airports International B.V	**974.00**	222.73
GMR Nagpur International Airport Limited	**0.26**	0.01
GMR Kannur Duty Free Services Limited	**4.45**	4.54
GMR Vishakhapatnam International Airport Limited	**60.59**	31.30
GMR Airports Netherlands B.V	**879.30**	0.08
GMR Hospitality Limited	**600.50**	-
Investment on fair valuation of Financial Guarantee		
GMR Airport Developers Limited	**1.02**	1.02
Investment in joint venture company		
Delhi Duty Free Services Private Limited	**3,316.40**	1,069.81
Non-current investment in subsidiary company in Optionally Convertible Redeemable Preference Shares		
GMR Goa International Airport Limited	**0.05**	-
Equity Component of Non-current investment in subsidiary company in Optionally Convertible Redeemable Preference Shares		
GMR Goa International Airport Limited	**0.05**	-
Trade Receivables		
GMR Air Cargo and Aerospace Engineering Private Limited	**0.96**	1.26
Delhi Airport Parking Services Private Limited	**4.71**	2.14
GMR Hyderabad International Airport Limited	**0.29**	0.13
Delhi International Airport Limited	**0.52**	0.23
ESR GMR logistics Park Private Limited	**11.61**	20.93
Celebi Delhi Cargo Terminal Management India Private Limited	**0.08**	0.02
GMR Airport Developers Limited	**-**	0.00
Delhi Duty Free Services Private Limited	**11.35**	4.43
GMR Hyderabad Aerotropolis Limited	**0.01**	-
GMR Goa International Airport Limited	**0.00**	

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B. Balances outstanding as at year end	As at March 31, 2023 (Rs. crores)	As at March 31, 2022 (Rs. crores)
Tim Delhi Airport Advertising Private Limited	2.22	-
Raxa Security Services Limited	0.48	-
GMR Hyderabad Aviation SEZ Limited	2.09	
Provision for doubtful debts (including non-trade receivables)		
Delhi International Airport Limited	0.03	-
GMR Hyderabad International Airport Limited	0.01	-
GMR Air Cargo and Aerospace Engineering Private Limited	0.09	-
Celebi Delhi Cargo Terminal Management India Private Limited	0.01	-
GMR Hyderabad Aerotropolis Limited.	0.00	-
GMR Goa International Airport Limited	0.00	-
Retention money receivable- Engineering, Procurement and Construction		
ESR GMR logistics Park Private Limited	7.79	3.67
Non-Trade Receivables		
Delhi International Airport Limited	34.01	9.44
GMR Hyderabad International Airport Limited	12.40	4.13
GMR Vishakhapatnam International Airport Limited	0.29	-
GMR Hospitality Limited	0.03	-
GMR Airport Greece Single Member S.A	0.06	-
Delhi Duty Free Services Private Limited	0.00	-
Other Recoverable		
Delhi International Airport Limited	3.26	0.81
GMR Hyderabad International Airport Limited	1.20	0.79
GMR Nagpur International Airport Limited	-	0.12
GMR Vishakhapatnam International Airport Limited	-	0.87
GMR Airport Greece Single Member S.A	0.09	1.91
International Airport of Heraklion, Crete, Concession SA		3.22
Aeroports De Paris SA	0.61	-
GMR Airports Developer Limited	0.09	-
GMR Goa International Airport Limited	36.95	-

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GMR Airports Limited

B. Balances outstanding as at year end	As at March 31, 2023 (Rs. crores)	As at March 31, 2022 (Rs. crores)
Security Deposit		
Delhi International Airport Limited	**0.01**	0.01
GMR Goa International Airport Limited	**3.85**	2.14
GMR Vishakhapatnam International Airport Limited	**0.11**	-
GMR Hyderabad Aerotropolis Limited	**0.25**	-
Prepaid Expenses		
GMR Goa International Airport Limited	**20.39**	12.72
GMR Visakhapatnam International Airport Limited	**0.62**	-
Loans (including accrued interest)		
GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)	-	102.05
GMR Aerostructure Services Limited	**237.89**	190.77
GMR Power and Urban Infra Limited	**255.57**	250.34
Dhruvi Securities Private Limited	**55.77**	-
Provision for doubtful advances		
GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)	-	0.40
GMR Aerostructure Services Limited	**0.95**	0.74
GMR Power and Urban Infra Limited	**1.06**	0.98
Dhruvi Securities Private Limited	**0.22**	-
Provision on Optionally Convertible Debentures		
GMR Airports International B.V	-	9.80
Provision on optionally Convertible Debentures		
GMR Goa International Airport Limited	**0.41**	-
Unbilled revenue		
GMR Air Cargo and Aerospace Engineering Private Limited	**0.67**	0.00
ESR GMR logistics Park Private Limited	**16.26**	38.68
Tim Delhi Airport Advertising Private Limited	-	3.27
GMR Kannur Duty Free Services Limited	**0.06**	0.28
GMR Hospitality and Retail Limited	**0.65**	-
GMR Hyderabad Aviation SEZ Limited	**7.25**	-
GMR Hospitality Limited	**0.36**	-

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GMR Airports Limited

GMR Airports Limited
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Notes forming part of the standalone financial statements for the year ended March 31, 2023
(All amount in Rupees Crores unless stated otherwise)

B. Balances outstanding as at year end	As at March 31, 2023 (Rs. crores)	As at March 31, 2022 (Rs. crores)
Investment- Optionally convertible debentures (Including accrued interest)		
GMR Airports International B.V	-	2,450.56
Investment- Optionally convertible debentures (Incldlng accrued interest)		
GMR Goa International Airport Limited	92.56	-
Equity Component of OCD's (Optionally Convertible Debentures)		
GMR Goa International Airport Limited	13.61	-
Liability Component of CCPS		
GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)	425.43	440.51
Aeroports De Paris SA	15.89	-
GMR Infra Developer Limited	2.34	2.35
Trade Payables		
GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)	0.83	0.78
Raxa Security Services Limited	0.32	1.77
Delhi International Airport Limited	0.03	1.25
GMR Business Process And Services Private Limited	-	0.04
GMR Hyderabad International Airport Limited	0.01	0.03
GMR Airport Developers Limited	1.57	-
GMR Corporate Affairs Limited (formerily known as GMR Corporate Affairs Private Limited)	-	0.10
GMR Hyderabad Aerotropolis Limited	0.03	0.17
GMR Airports (Singapore) Pte. Limited	-	2.77
GMR Enterprise Private Limited	1.93	1.68
GMR Goa International Airport Limited	3.39	-
GHRL-HYD Duty Free Division	0.16	-
Advance Received from Customers		
ESR GMR logistics Park Private Limited	-	8.27
GMR Hyderabad Aviation SEZ Limited	6.84	-
Right of Use (Lease Asset)		
Delhi International Airport Limited	-	0.89
GMR Goa International Airport Limited	3.62	-

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B. Balances outstanding as at year end	As at March 31, 2023 (Rs. crores)	As at March 31, 2022 (Rs. crores)
Unearned Revenue		
Delhi Duty Free Services Private Limited	-	7.86
Lease Liability		
GMR Goa International Airport Limited	3.78	-
Delhi International Airport Limited	-	1.03

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GMR AIRPORTS LIMITED

(All amount in Rupees Crores unless stated otherwise)

40. The Company had provided for Current Income Tax liability for the year ended March 31, 2023 as per Income Tax Act, 1961; considering the book profit as per financial statements prepared in accordance with accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2006 (as amended) specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014 (IND AS financial statements). For the purpose of these standalone financial statements, the Company has considered the current Income tax expenses / liability arrived at basis IND AS financial statements.

41. Fair Value

The carrying amount of all financial assets and liabilities (except for certain other financial assets and liabilities i.e. 'Instruments carried at fair value') appearing in the Standalone Financial Statements is reasonable approximation of fair values. Such instruments carried at fair value are disclosed below:

As at March 31, 2023					
Particulars	**FVT statement of P & L**	**FVT other comprehensive income**	**Amortized Cost**	**Total Carrying Value**	**Total Fair Value**
Financial Assets					
Cash and cash equivalents			39.09	39.09	39.09
Bank balance other than cash and cash equivalents			4.86	4.86	4.86
Trade Receivables			69.43	69.43	69.43
Loans			549.23	549.23	549.23
Investments in Mutual Funds	395.47			395.47	395.47
Investment in Certificate of Deposit's			49.98	49.98	49.98
Investments in JV and Subsidiaries		46,948.25		46,948.25	46,948.25
Investment in optionally convertible redeemable preference share of subsidiary			0.05	0.05	0.05
Investment in optionally convertible debentures of subsidiary			92.56	92.56	92.56
Other financial assets			128.11	128.11	128.11
Total	**395.47**	**46,948..25**	**933.31**	**48,277.03**	**48,277.03**
Financial Liabilities					
Trade payables			98.73	98.73	98.73
Debt Securities			3,693.32	3,693.32	3,693.32
Borrowings (other than Debt Securities)			37.99	37.99	37.99
Lease Liability			3.78	3.78	3.78
Other financial liabilities			493.72	493.72	493.72
Total	**-**	**-**	**4,327.54**	**4,327.54**	**4,327.54**

* The amount shown is net amount after considering provision.

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GMR AIRPORTS LIMITED

(All amount in Rupees Crores unless stated otherwise)

As at March 31, 2022					
Particulars	**FVT statement of P & L**	**FVT other comprehensive income**	**Amortized Cost**	**Total Carrying Value**	**Total Fair Value**
Financial Assets					
Cash and cash equivalents	-	-	122.03	122.03	122.03
Bank balance other than cash and cash equivalents	-	-	9.83	9.83	9.83
Trade Receivables	-	-	48.94	48.94	48.94
Loans	-	-	543.16	543.16	543.16
Investments in Mutual Funds	-	-	-	-	-
Investment in Certificate of Deposit's	-	-	-	-	-
Investments in JV and Subsidiaries	-	22,878.88	-	22,878.88	22,878.88
Investment in Optionally Convertible Debentures in subsidiary	-	-	2,450.56	2,450.56	2,450.56
Other financial assets	-	-	63.42	63.42	63.42
Total	**-**	**22,878.88**	**3,237.94**	**26,116.82**	**26,116.82**
Financial Liabilities					
Trade payables	-	-	50.82	50.82	50.82
Debt Securities	-	-	3,584.25	3,584.25	3,584.25
Borrowings (other than Debt Securities)	-	-	50.00	50.00	50.00
Lease Liability	-	-	1.06	1.06	1.06
Other financial liabilities	-	-	453.95	453.95	453.95
Total	**-**	**-**	**4,140.08**	**4,140.08**	**4,140.08**

Assumption used in estimating the fair values:
The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

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GMR AIRPORTS LIMITED

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(All amount in Rupees Crores unless stated otherwise)

42. Fair value Hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities grouped into Level 1 to Level 3 as described below:

Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at March 31, 2023:

Financial assets & Financials Liabilities measured at fair value	Total	Fair value measurement using		
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
		(Level 1)	(Level 2)	(Level 3)
Financials Assets				
Investments in subsidiaries and Joint venture	46,948.25	-	-	46,948.25
Investment in Mutual Fund	395.47	395.47	-	-

Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at March 31, 2022:

Financial assets & Financials Liabilities measured at fair value	Total	Fair value measurement using		
		Quoted prices in active markets	Significant observable inputs	Significant unobservab le inputs
		(Level 1)	(Level 2)	(Level 3)
Financials Assets				
Investments in subsidiaries and Joint venture	22,878.88	-	-	22,878.88
Investment in Mutual Fund	-	-	-	-

a. Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.
b. Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date
c. Fair value of mutual funds and overseas funds is determined based on the net asset value of the funds.
d. There have been no transfers between Level 1, Level 2 and Level 3 during the year ended March 31, 2023.

Reconciliation of fair value measurements of unquoted equity share classified as FVTOCI assets:

Particulars	Amounts
As at April 01, 2021	**19,660.72**
Purchases (Investment during the year)	466.61
Divestment during the year	(251.17)
Re-measurement recognised in OCI	3,002.72
As at March 31, 2022	**22,878.88**
Purchases (Investment during the year)	205.32
Conversion of Principal o/s into equity shares	913.87
Conversion of interest accrued into equity shares	770.93
Recognition of equity portion of OCD's	13.61
Recognition of equity portion of OCRPS	0.05
Re-measurement recognised in OCI	22,165.59
As at March 31, 2023	**46,948.25**

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The significant unobservable input used in the fair value measurement categorised with in Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at March 31, 2023 are as shown below:

Description of significant unobservable input to valuation:

Unquoted equity security	Valuation technique	Significant unobservable inputs	Range (weightage average)	Sensitivity of the input to the fair value
FVTOCI assets in unquoted equity share	Combination of income approach and adjusted net assets value approach	Discounting Rate (Cost of Equity)	March 31, 2023: 11.50% to 18.50% March 31, 2022: 10.5% to 20%	1% increase in the discounting rate will have a significant adverse impact on the fair value of equity investments.

- **Financial risk management objectives and policies**
  In the course of its business, the Company is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the Board of Directors. The risk management framework aims to:

  - Create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan.

  - Achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

43. Risk Management

Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company hold "Fair Value through Other Comprehensive Income (FVTOCI)" investments.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings and deposits.

The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and the proportion of financial instruments in foreign currencies are all constant in place at March 31, 2023 and March 31, 2022.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities of foreign operations.

The sensitivity analysis in the following sections relate to the position as at March 31, 2023 and March 31, 2022:

The following assumptions have been made in calculating the sensitivity analyses:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2023 and March 31, 2022.

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Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

Interest rate sensitivity:

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax (PBT) is affected through the impact on floating rate borrowings, as follows:

	Increase/decrease in basis points	Effect on PBT
March 31, 2023		**Amount**
INR	25 bp increase - Decrease in profit	(0.09)
INR	25 bp decrease - Increase in profit	0.09
March 31, 2022*		
INR	25 bp increase - Decrease in profit	-
INR	25 bp decrease - Increase in profit	-

*As at March 31, 2022 the company does not have any floating rate borrowings.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's net investments in foreign subsidiaries.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign exchange rates, with all other variables held constant. The impact on the Company's profit before tax (PBT) is due to changes in the fair value of asset and liabilities.

Particulars	Effects on PBT	
	As at March 31, 2023	As at March 31, 2022
USD Sensitivity		
INR/USD- Increase by 5%	(2.24)	122.21
INR/USD- decrease by 5%	2.24	(122.21)
EURO Sensitivity		
INR/EUR- Increase by 5%	0.00	(0.23)
INR/EUR- decrease by 5%	(0.00)	0.23
IDR Sensitivity		
INR/IDR- Increase by 5%	0.00	(0.00)
INR/IDR- decrease by 5%	(0.00)	0.00

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Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's management is responsible for liquidity, funding as well as settlement management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarizes the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

	On Demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
As at March 31, 2023						
Borrowings*	-	37.99	1,662.98	2,030.34	-	3,731.31
Trade payables	-	98.73	-	-	-	98.73
Lease Liabilities	-	0.11	0.34	1.82	6.30	8.57
Other financial liabilities	-	28.92	442.86	27.34	18.49	517.61
Total	-	**165.75**	**2,106.18**	**2,059.50**	**24.79**	**4,356.22**
As at March 31, 2022						
Borrowings*	-	1,527.24	-	2,109.00	-	3,636.24
Trade payables	-	50.82	-	-	-	50.82
Lease Liabilities	-	0.28	0.83	-	-	1.11
Other financial Liabilities	-	104.22	-	349.73	-	453.95
Total	-	**1,682.56**	**0.83**	**2,458.73**	-	**4,142.12**

*For range of interest, repayment schedule and security details refer note 17 and 17a.

Price Risk

The Company's exposure to price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

Particulars	Change in Price	Effect on Profit Before tax
As at March 31, 2023	5.00%	19.77
As at March 31, 2022	5.00%	-

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and other financial assets) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade receivables- Customer credit risk is managed by Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any services to major customers are generally covered by bank guarantee or other forms of credit assurance.

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Financial instruments and cash deposits- Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counter party. Counterparty credit limits are reviewed by the Company's senior management on regular basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

44. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend, payment to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using a gearing ratio, which is total debt divided by total equity plus total debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents and other bank balances not classified as cash & cash equivalents.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2023 and March 31, 2022.

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Debt Securities and Borrowings (including current maturities)	3,731.31	3,634.25
Total debts (A)	**3,731.31**	**3,634.25**
Share Capital	1,406.67	1,406.67
Other Equity	33,493.98	16,458.85
Total Equity (B)	**34,900.65**	**17,865.52**
Total equity and total debt (C=A+B)	**38,631.96**	**21,499.77**
Gearing Ratio (%) (A/C)	**9.66%**	**16.90%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2023 and March 31, 2022.

45. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	5.82	3.76
Principal amount due to micro and small enterprises	5.82	3.76
Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

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46. Expenditure in foreign currency (accrual basis) *

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Legal and professional fees	102.94	41.70
Bank guarantee charges	-	9.35
Finance Costs	14.82	-
Training expenses	0.46	0.43
Lease rental	-	0.23
Travelling and conveyance	3.64	1.13
Miscellaneous expenses	1.75	1.45
Total	**123.61**	**54.29**

*The above expenses are before cost allocation/recovery

47. Earnings in foreign currency (accrual basis)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Aviation Academy Income	0.22	0.05
Interest income on OCD	93.20	198.08
Total	**93.42**	**198.13**

48. a. As per regulation 10 of the prudential norms issued by Reserve bank of India ("RBI"), every Non-Banking Financial Institution i.e. Systemically Important Core Investment Company (CIC-ND-SI) is required to make provision @ 0.40% (March 31, 2022: 0.40%) on all standard assets and as per regulation 9 at other defined percentages for all "sub-standard assets, doubtful assets and loss assets".

In order to comply with the prudential norms, the Company, based on the internal assessment, has identified only interest bearing assets to be considered for provisioning. Accordingly, the Company has created provision on standard assets @ 0.40% (March 31, 2022: 0.40%) on inter corporate deposits, compulsorily convertible debenture & optionally convertible debenture.

b. In addition to above; management has also created provision @ 10% on trade receivables for March 31, 2023 of Rs 0.25 Crores (March 31, 2022: Nil), as per the requirement of master directions-core investments companies (reserve bank) Directions.

49. During the year ended March 31, 2020, the Company had issued 273,516,392 Bonus non-cumulative compulsorily convertible preference shares series A each having a face value of Rs. 10 each, for an aggregate face value of Rs. 273.52 crores as per terms of Shareholders' Agreement ('SHA') dated February 20, 2020 between the Company, Aéroports de Paris S.A. ('ADP'), GMR Airport Infrastructure Limited ('GIL'), and GMR Infra Services Limited ('GISL') and the Share Subscription and Share Purchase Agreement dated February 20, 2020 ("SSPA") entered between ADP, GIL, GMR Infra Developers Limited, GISL and the Company. These Compulsory Convertible Preference shares are convertible into equity shares no later than November 15, 2024 in accordance with terms of SHA.

Further, during the year ended March 31, 2021 as part of second closing with ADP, the Company had issued Bonus CCPS series B, C and D each having a face value of Rs. 10 each, for an aggregate face value of Rs. 169.34 crores as per terms of the revised Shareholders agreement dated July 7, 2020. Bonus CCPS Series B, C and D are convertible into such number of equity shares in accordance with schedule 12 of amended shareholder agreement which are dependent on the Company consolidated target earnings before interest, tax, depreciation and amortisation ('EBITDA') based on audited consolidated financial statement for financial year ended March 31, 2022, March 31, 2023 and March 31, 2024. Bonus Compulsory Convertible Preference Shares Series A, Series B, Series C and Series D are hereinafter together referred as 'Bonus CCPS'.

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All these Bonus CCPS are convertible into the equity shares of the Company as per the terms and conditions specified in the SHA and amendments thereon. These Bonus CCPS are issued to the shareholders of the Company as Bonus Shares and are non-redeemable and can only be converted into equity shares of the Company. These Bonus CCPS are currently recorded at the face value and not at fair value in accordance with IND-AS 109 'Financial Instruments'. The difference between the fair value and face value being notional in nature, amounting to Rs 497.34 crores does not impact the "Other Equity". Considering the terms of these Bonus CCPS, once converted, the requisite adjustments will be made in "Other Equity".

The board of Directors of the Company in their meeting held on March 17, 2023 has approved the settlement of Bonus CCPS B, C and D between the Company, Shareholders of the Company and holders of CCPS B, C and D wherein cash earn outs to be received by GIL were agreed to be settled at Rs 550.00 crore, to be paid in milestone linked tranches and conversion of these Bonus CCPS B, C and D will take as per the terms of settlement. Further, the Company, Shareholders and CCPS A holders also agreed on the settlement of Bonus CCPS A whereby Company will issue such number of additional equity share to the Holders of CCPS A which will result in increase of shareholding of GIL (along with its subsidiary) from current 51% to 55%. The settlement is subject to certain conditions specified in settlement agreement which are pending as on March 31, 2023 and accordingly no impact of the same is considered in these standalone financial statements.

50. GMR Airport Infrastructure Limited (formerly known as GMR Infrastructure Limited) , the Holding Company along with other shareholders of the Company, (together referred as "GMR Group") had signed a share subscription and share purchase agreement with Aeroports DE Paris S.A. (ADP) for stake sale in the Company on February 20, 2020. Pursuant to consummation of the same, ADP would hold 49% stake (directly & indirectly) in the Company for an equity consideration of Rs 10,780.00 crore, valuing the Company at the Base post money valuation of Rs. 22,000.00 crore. The equity consideration comprises of:

- Rs. 9,780.00 crore towards secondary sale of shares by GMR Group; and
- Rs. 1,000.00 crore equity infusion in the Company

In addition, ADP had also pegged Earn-outs up to Rs. 4,475.00 crore linked to achievement of certain agreed operating performance metrics as well as on receipt of certain regulatory clarifications. The successful consummation of earn outs, could increase, the Company's valuation on post money basis to Rs. 26,475.00 crore and the Group stake in the Company to ~59%. The Group will retain management control over the Airports Business with ADP having customary rights and board representation at Company and its key subsidiaries.

The first tranche of Rs 5,248.00 crore for 24.99% shares of the Company (primarily through buyout of GMR Infra Services Limited (GISL) via primary infusion of equity) had been completed on February 24, 2020. The second and final tranche of Rs. 5,532.00 crore (including primary of Rs. 1,000.00 crore in GAL) was subject to regulatory approvals, consents and other approvals.

Since March 31, 2020, the outbreak of COVID-19 and related global responses have caused material disruptions to businesses around the world, leading to an economic slowdown. Despite unprecedented adverse conditions, on 7 July 2020 the Group has completed the transaction with ADP with slight modifications. As per the revised Share Purchase Agreement ("Revised SPA"), the second tranche of the investment for 24.01% of the Company has been structured in two parts:

- A firm amount, immediately paid at Second closing, for a total of Rs. 4,565.00 crore, including Rs. 1,000.00 crore equity infusion in the Company.
- Earn-outs amounting to Rs 1,060.00 crore, subject to the achievement of certain performance related targets by the Company upto the financial year ending 31 March 2024.

Accordingly, ADP has increased earn-outs for the GMR Group which are now pegged at up to Rs. 5,535.00 crore compared to the earlier Rs. 4,475.00 crore. These additional Earn-outs of Rs. 1,060.00 crore are linked to the achievement of certain agreed EBITDA metrics/ levels. The Company has received Rs. 1,000 crore as equity infusion as part of second tranche in accordance with the terms of Revised SPA.

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51. Unhedged foreign currency exposure

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Payables		
EUR Nil @ 89.4425 (March 31, 2022: EUR 5,45,133.84 @ 84.2200)	-	4.59
USD 39,36,127.47 @ 82.1700 (March 31, 2022: USD 8,39,277.89 @ 75.7925)	32.34	6.36
IDR Nil @ 0.0055 (March 31, 2022: IDR 11,88,00,000 @ 0.0053)	-	0.06
Non-Trade Payables		
USD 15,20,656.00 @ 82.1700 (March 31, 2022: USD Nil @ 75.7925)	12.50	-
Trade Receivables		
EUR 6,656.63 @ 89.4425 (March 31, 2022: EUR Nil @ 84.2200)	0.06	-
IDR 6,97,30,280.00 @ 0.0055 (March 31, 2022: IDR Nil @ 0.0053)	0.04	-
OCD (Investment in Optionally Convertible Debentures)		
Principal USD NIL @ 82.1700 (March 31, 2022 USD 240,850,000 @ 75.7925)	-	1,825.46
Interest USD NIL @ 82.1700 (March 31, 2022 USD 8,24,74,556 @ 75.7925)	-	625.10

52. a. (i) GMR Airports Limited (GAL) had invested USD 240.85 Mln equivalent to INR 1,762.70 Crore in GMR Airports International B.V. (GAIBV) in 2018-2020. The same has been recorded as Optionally Convertible Debenture (OCD) at amortised cost in standalone financial statements of GAL treating it as debt instrument. During the year ended March 31, 2023, the company has converted accrued interest of USD 55.78 Mln into equity shares of GAIBV.

(ii) Pursuant to signing of definitive agreement dated September 02, 2022 towards sale of GMR-Megawide Cebu Airport Corporation (GMCAC), Mactan Travel Retail Group Corp (MTRGC), and SSP-Mactan Cebu Corporation (SSP MCC) shares held by GAIBV to Aboitiz Infra Capital Inc (AIC) during the quarter ended September 30, 2022. Pursuant GAIBV has received cash consideration of PHP 9.4 billion (including exchangeable note) on December 16, 2022 upon completion of all customary approvals. Further, GAIBV is also eligible for additional deferred consideration based on subsequent performance of GMCAC

The company has convert the OCD's of USD 149.56 Mln (including interest accrued on OCD) issued by GAIBV into equity after adjusting the proceeds received from sale of GMCAC stake.

Following the accounting policy followed by the company for "Equity instruments at FVTOCI", the difference between the fair value of Equity instrument (aforementioned OCD converted into equity) and the cost has been recorded in other comprehensive income during the year ended March 31, 2023.

b. During the year ended March 31, 2023, the Company entered into Subscription agreement for 'Compulsorily Convertible Debenture' ('CCD') with 'GMR Goa International Airport Limited' (on July 20, 2022). As per the subscription agreement, GAL has agreed to subscribe CCD of maximum aggregate amount upto Rs. 200.00 crore, in one or more tranches. Face value of each CCD shall be Rs. 1,00,000. The rate of interest will be in range of 5%-9% p.a from first to tenth year. The company has amended terms of agreement and changed the nature of instrument from compulsorily convertible debentures to optionally convertible debentures vide amended agreement dated March 14, 2023.

c. During the year ended March 31, 2023, the Company has made an investment in 1,00,000 Optionally Convertible Redeemable Preference Shares (OCRPS) of Rs. 10 each in GMR Goa International Airport Limited amounting to Rs. 0.10 crore (March 31, 2022: Nil). Basis the OCRPS Subscription Agreement executed on March 21, 2023 with GMR GOA International Airport Limited. These OCRPS shall carry a non-cumulative preferential dividend at the rate of 0.0001% p.a. with a maximum term of 20 years.

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Each OCRPS shall be converted at face value, (i.e., 1 (One) OCRPS shall be converted into 1 (one) Class A Equity Share of the company subject to fulfilment of certain conditions as specified in the agreement) at the option of OCRPS-holder upon occurrence of any one of the following event: a) upon occurrence of redemption event (expiry of 7 years from the investor closing date); or (b) at any time mutually agreed between the parties and NIIF (or its transferee (in terms of the IRA), in writing), whichever is earlier.

53. During the year ended March 31, 2021, Reserve Bank of India ('RBI') had conducted an inspection under section 45N of the Reserve Bank of India Act, 1934 for the financial year ended March 31, 2020 and has issued its report in relation to the said inspection. The Company has sent its replies to the RBI in relation to the observations. Subsequently, the Company has received letters from RBI during the months of June 2021, July 2021and May 2022 in respect of inspection report for the financial year ended March 31, 2020 and the Company has submitted its responses to RBI in relation to same. Thereafter, RBI has sent additional comments on the replies by the Company on which the Company has filed its reply.

During the year ended March 31, 2022, RBI has conducted an inspection under section 45N of the Reserve Bank of India Act, 1934 for the financial year ended March 31, 2021 and has issued its report in relation to the said inspection. The Company has filed its reply to the said inspection and risk assessment report. Subsequently, the Company has received letter from RBI dated 29 December 2022 in respect of inspection report for the financial report for the financial year ended March 31, 2021 and the Company has submitted its response to RBI in relation to the same.

During the year ended March 31, 2023, RBI has conducted an inspection under section 45N of the Reserve Bank of India Act, 1934 for the financial year ended March 31, 2022 and has issued its report in relation to the said inspection. The company has filed its reply to the said inspection and risk assessment report.

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54. Disclosure as per Part A of Schedule V of Securities (Listing Obligations and Disclosures Requirements) Regulations, 2015 as regards the loans and intercorporate deposits granted to subsidiaries, fellow subsidiaries, joint ventures, associates and other companies in which the directors are interested and section 186(4) of the Companies Act, 2013.

Name of the entity	Relationship		Loans				Investments		Investment by loanee in the share of the Company
			Principal amount outstanding as at		Maximum amount outstanding during the period ended		Amount outstanding as at		
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
GMR Airport Instructure Limited	Holding Company	Holding Company	-	100.00	100.00	216.00	-	-	422.00
GMR Aerostructure Services Limited	Fellow Subsidiary	Fellow Subsidiary	197.50	185.00	215.00	220.00	-	-	-
GMR Power and Urban Infra Limited	Fellow Subsidiary	Fellow Subsidiary	246.00	246.00	246.00	446.00	-	-	-
Dhruvi Securities Limited	Fellow Subsidiary	Fellow Subsidiary	50.00	-	50.00	-	-	-	-
GMR Airport Developers Limited	Subsidiary	Subsidiary	-	-	-	-	954.10	503.38	-
GMR Hyderabad International Airport Limited	Subsidiary	Subsidiary	-	-	-	-	12,408.90	8,431.29	-
Delhi International Airport Limited	Subsidiary	Subsidiary	-	-	-	-	26,402.30	11,599.45	-
GMR Goa International Airport Limited	Subsidiary	Subsidiary	-	-	-	-	801.50	750.30	-
GMR Goa International Airport Limited (OCD)	Subsidiary	Subsidiary	-	-	-	-	106.17	-	-
GMR Goa International Airport Limited(OCRPS)	Subsidiary	Subsidiary	-	-	-	-	0.10	-	-
GMR Airports (Mauritius) Limited	Subsidiary	Subsidiary	-	-	-	-	0.89	0.90	-
Delhi Airport Parking Services Private Limited	Subsidiary	Subsidiary	-	-	-	-	531.40	264.07	-
GMR Airports International B.V	Subsidiary	Subsidiary	-	-	-	-	974.00	222.73	-

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Name of the entity	Relationship		Loans				Investments		Investment by loanee in the share of the Company
			Principal amount outstanding as at		Maximum amount outstanding during the period ended		Amount outstanding as at		
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
GMR Airports International B.V (OCD)	Subsidiary	Subsidiary	-	-	-	-	-	2,450.56	-
GMR Nagpur International Airport Limited	Subsidiary	Subsidiary	-	-	-	-	0.26	0.01	-
GMR Kannur Duty Free Services Limited	Subsidiary	Subsidiary	-	-	-	-	4.45	4.54	-
GMR Vishakhapatnam International Airport Limited	Subsidiary	Subsidiary	-	-	-	-	60.59	31.30	-
GMR Airports Netherlands B.V	Subsidiary	Subsidiary	-	-	-	-	879.30	0.08	-
GMR Hospitality Limited	Subsidiary	Subsidiary	-	-	-	-	600.50	-	-
Delhi Duty Free Services Private Limited	Joint venture	Joint venture	-	-	-	-	3,316.40	1,069.81	-

* Includes Accrued interest.

55. The Company has entered into the concession agreement with State of Greece and TERNA S.A. (Local construction and energy conglomerate) for the purpose of design, construction, financing, operation, maintenance and exploitation of International Airport of Heraklion, Crete, Concession SA. As per the Concession agreement, the Company is required to invest total equity of Euro 70.2 Mln out of which company has infused equity of Euro 29.68 Mln. (Rs. 235.29 crores) till March 31, 2022

During the year ended March 31, 2020, the Company has provided Committed Investment letter of guarantee for Euro 42.12 Mln, through SPV partner TERNA S.A., in favour of (i) Ministry of Infrastructures and Transport and (ii) International Airport of Heraklion, Crete, Concession SA.

Subsequent to providing of abovementioned Guarantee, The Company has infused Euro 1.60 Mln (Rs. 14.03 crores) in the previous year in the month of July 2020 in International Airport of Heraklion, Crete, Concession SA.

During the year ended March 31, 2021, the Company has given counter indemnity in the form of Bank Guarantee of Euro 10.53 Mln issued by HSBC Bank in favour of Ministry of Infrastructure and Transport (First Beneficiary) and Heraklion Crete International Airport Concession Societe Anonyme (Second Beneficiary) as per the provision mentioned in Concession agreement to replace the guarantee already provided through our partner TERNA on behalf of company

The counter guarantee of Euro 10.53 Mln has been cancelled in the month of March 2022 post release of guarantee by Greek Government in the month of February 2022.

During the previous year ended March 31, 2022, GMR Airports Limited has sold it entire shareholding in International Airport of Heraklion, Crete, Concession SA at a consideration of Rs 251.17 crore to GMR Airport Greece Single Member S.A.

Manohar Chowdhry & Associates Chartered Accountants

K.S. Rao & Co. Chartered Accountants Bengaluru

GMR Airports Limited

56. Other Disclosures:

(a) The Company is in the process of conducting a transfer pricing study as required by the transfer pricing regulations under the IT Act ('regulations') to determine whether the transactions entered during the year ended March 31, 2023, with the associated enterprises were undertaken at "arm's length price". The management confirms that all the transactions with associate enterprises are undertaken at negotiated prices on usual commercial terms and is confident that the aforesaid regulations will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

(b) Leases

Company as lessee:

Assets taken on operating Lease

The Company has leases for office building, space, hiring office/IT equipment's and vehicles under cancellable operating lease arrangements. There are no sub leases. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company. Some leases contain an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises the Company must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Company is required to pay maintenance fees in few leases in accordance with the lease contracts.

The lease expenses (including lease on equipment taken on hire) pertaining of the Company during the year amounted to Rs 4.50 crores (March 31, 2022: Rs. 3.02 crore).

Right of Use Assets

Particular	March 31, 2023 (Rs in crore)	March 31, 2022 (Rs in crore)
Opening right of use assets	**0.91**	**1.97**
Addition during the year	3.84	-
Depreciation during the year	1.13	1.06
Closing Right of use assets	**3.62**	**0.91**

Lease Liability

Particular	March 31, 2023 (Rs in crore)	March 31, 2022 (Rs in crore)
Opening Lease liability	**1.06**	**2.08**
Addition during the year	3.84	-
Interest for the year	0.51	0.16
Repayment made during the year	1.63	1.18
Closing Lease liability	**3.78**	**1.06**

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Manohar Chowdhry & Associates Chartered Accountants

K.S. Rao & Co. Chartered Accountants Bengaluru

GMR Airports Limited

(All amount in Rupees Crores unless stated otherwise)

Maturity profile of Lease Liability

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

March 31, 2023

Particulars	Within 1 year	1-3 years	3-5 years	Above 5 years	Total
Lease liabilities	0.45	0.91	0.91	6.30	**8.57**

March 31, 2022

Particulars	Within 1 year	1-3 years	3-5 years	Above 5 years	Total
Lease liabilities	1.11	-	-	-	**1.11**

Following amount has been recognized in statement of profit and loss account:

Particulars	March 31, 2023	March 31, 2022
Depreciation/amortisation on right to use asset (net of allocation)	1.13	0.92
Interest on lease liability (net of allocation)	0.51	0.16
Expenses related to short term & low value lease (included under Other expense)	4.50	3.02
Total amount recognised in statement of profit and loss account	**6.14**	**4.10**

(c) Net debt reconciliation:

Particulars	Changes in liabilities arising from financing activities	
	March 31, 2023	March 31, 2022
Borrowings		
As at beginning of the year	3,634.25	3,060.43
Cash flows		
Repayment of Non-convertible Debentures	(1,427.90)	-
Proceeds from Non-convertible bonds	1,510.00	350.00
Repayment of working capital loan	(50.00)	-
Upfront fee on loan processing	(133.66)	(44.40)
Finance cost paid	(397.14)	(187.82)
Proceed from overdraft	37.99	-
Non-cash changes		
Finance cost	557.76	456.04
As at end of the year	**3,731.31**	**3,634.25**

Manohar Chowdhry & Associates Chartered Accountants

K.S. Rao & Co. Chartered Accountants Bengaluru

GMR Airports Limited

57. The carrying value of the investments in DIAL and GHIAL (both are subsidiaries of the Company) which are carried at fair value are also subject to likely outcome of ongoing litigations and claims as follows:

i. Ongoing arbitration between DIAL and AAI in relation to the payment of Monthly Annual fees for the period till the operations of DIAL reaches pre COVID 19 levels. Basis an independent legal opinion obtained by the management of DIAL, the Company is entitled to be excused from making payment of Monthly Annual fee under article 11.1.2 of OMDA to AAI on account of occurrence of Force Majeure Event under Article 16.1 of OMDA, till such time the Company achieves level of activity prevailing before occurrence of force majeure. In view of the above, the management has considered the recovery of Rs.446.21 crore paid under protest in the subsequent periods. Further, the management of DIAL had entered into settlement agreement with AAI on April 25, 2022 which will govern interim workable arrangement between parties of the payment of MAF. Accordingly, DIAL has started payment of monthly annual fee w.e.f. April 01, 2022 onwards.

ii. Consideration of Cargo, Ground Handling and Fuel farm ('CGHF') income as part of non-aeronautical revenue in determination of tariff in case of GHIAL. GHIAL has filed appeal with Telecom Disputes Settlement Appellate Tribunal ('TDSAT') and during the previous year, the adjudicating authority, TDSAT, in its disposal order dated March 06, 2020 has directed Airport Economic Regulatory Authority ('AERA') to reconsider the issue afresh while determining the aeronautical tariff for the Third Control Period ('TCP') commencing from April 01, 2021. In July 2020, the GHIAL has filed an application with the AERA for determination of Aeronautical tariff for the third control period commencing from April 01, 2021 to March 31, 2026 wherein it has contended that CGHF income shall be treated as non-aero revenue. During the previous year, AERA vide its Order dated August 31, 2021, has issued Tariff Order for the TCP effective from October 01, 2021 considering the CGHF revenue as aeronautical revenue. GHIAL had also filed an appeal against the Tariff Order for the TCP with TDSAT, as the management of GHIAL is of the view that AREA has not considered the outstanding issues in determination of aeronautical tariff for the TCP as directed by TDSAT vide its ordered dated March 06, 2020. The management has also obtained legal opinion and according to which GHIAL position is appropriate as per terms of Concession agreement and AERA Act, 2008.

Accordingly, no adjustments to the carrying value of these investments are considered necessary. The impact of ongoing litigations might be different from that estimated as at the date of approval of these standalone financial statements and the Company will closely monitor any material changes to the future economic conditions.

58. Going Concern:

The standalone financial statements for the year ended March 31, 2023 reflected an excess of current liabilities over current assets of Rs. 1,442.93 crores. The closing current liabilities for the bonds (including accrued interest) is Rs 1,654.65 crores, which are due for redemption by the year ending March 31, 2024. The management believes that the Company shall be able to meet its obligations for the next 12 months primarily through refinancing of such aforesaid existing borrowings and internal accruals. Based on the above assessment the management believes that the Company will have available funds to meet its commitments. Accordingly, these standalone financial statements have been prepared on the going concern basis.

59. The Company and GMR Goa International Airport Limited ('GGIAL') has executed a Master Services License Agreement ("MSLA") dated December 15, 2021, ("MSLA") to design, develop, operate and manage the Non-Aero Facilities and Services. As informed by GGIAL, the above agreement being executed between related parties, is subject to approval from Government of Goa (GoG) in terms of Concession Agreement executed between GGIAL and GoG. However, as informed by GGIAL, GoG has directed GGIAL to cancel the MSLA and conduct a fresh bidding.

Subsequent to the execution of agreement between the Company and GGIAL, the Company has executed various sub-contracts with various parties for provision of non-aeronautical services including F & B, Retail, Lounge etc., certain contracts out of these have lock in period of 1 year.

On termination of the MSLA, GAL shall be liable to pay concessionaires, the fair value of such works as assessed by a valuer. Apart from the reimbursement towards capex, as on date the management of the Company doesn't expect any other cash flows due to early termination of these contracts.

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Manohar Chowdhry & Associates
Chartered Accountants

K.S. Rao & Co.
Chartered Accountants
Bengaluru

GMR Airports Limited

60. The Board of directors in its meeting held on March 19, 2023 has approved, a detailed Scheme of Merger of the Company with the GMR Infra Developers Limited (GIDL) followed by Merger of the GIDL with the GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited). The Scheme is subject to the receipt of requisite approvals from Securities and Exchange Board of India ("SEBI"), through stock exchanges, the Reserve Bank of India, the National Company Law Tribunal ("NCLT"), other statutory and regulatory authorities under applicable laws and respective shareholders and creditors. Subsequent to the financial year ended March 31, 2023, the Company has filed the Scheme with stock exchanges for their approval.

During the quarter ended March 31, 2023, the company has entered into scheme of merger with GMR Infra Developers Limited (GIDL) and GMR Airport Infrastructure Limited (GIL). The main objective of the company being investments, a valuation specialist is engaged to determine the fair value of investments using income approach. Basis the valuation, the company has recognised a sum of Rs 22,165.59 crores in the other comprehensive income during the year.

61. Previous year figures have been regrouped/ reclassified wherever necessary to confirm to the changes in current year.

62. Additional information pursuant to schedule III (Division III) of the companies act 2013

(a) Ageing schedules:

(i) Capital-work-in progress (CWIP) #

CWIP	Amount in CWIP for a year of				
As at March 31, 2023	**Less than 1 Year**	**1-2 Years**	**2-3 Years**	**More than 3 Years**	**Total**
Project in progress	45.88	0.61	-	-	**46.49**

CWIP	Amount in CWIP for a year of				
As at March 31, 2022	**Less than 1 Year**	**1-2 Years**	**2-3 Years**	**More than 3 Years**	**Total**
Project in progress	0.61	-	-	-	**0.61**

No project is temporarily suspended.

(ii) Trade Receivables

As at March 31, 2023*	Outstanding for following periods from the date of payment.						
	Not due	**Less than 6 Month.**	**6 months-1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed trade receivable							
i) Considered Good	-	67.53	1.63	0.49	0.01	0.02	**69.68**
ii) Have significant increase in credit risk	-	-	-	-	-	-	-
iii) Credit Impaired	-	-	-	-	-	-	-
Disputed trade receivable	-	-	-	-	-	-	-
i) Considered Good	-	-	-	-	-	-	-
ii) Have significant increase in credit risk	-	-	-	-	-	-	-
iii) Credit Impaired	-	-	-	-	-	-	-
Less: Provision for ECL	-	(0.13)	(0.07)	(0.05)	(0.00)	(0.00)	**(0.25)**
Total Trade receivable	-	**67.40**	**1.56**	**0.44**	**0.01**	**0.02**	**69.43**
Unbilled Revenue	**28.35**	-	-	-	-	-	**28.35**
Total	**28.35**	**67.40**	**1.56**	**0.44**	**0.01**	**0.02**	**97.78**

Manohar Chowdhry & Associates Chartered Accountants ★
K.S. Rao & Co Chartered Accountants BENGALURU ★
GMR AIRPORTS LIMITED ★

(All amount in Rupees Crores unless stated otherwise)

As at March 31, 2022*	Outstanding for following periods from the date of payment.						
	Not due	Less than 6 Month.	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivable							
i) Considered Good	-	48.94	-	-	-	-	48.94
ii) Have significant increase in credit risk	-	-	-	-	-	-	-
iii) Credit Impaired	-	-	-	-	-	-	-
Disputed trade receivable	-	-	-	-	-	-	-
i) Considered Good	-	-	-	-	-	-	-
ii) Have significant increase in credit risk	-	-	-	-	-	-	-
iii) Credit Impaired	-	-	-	-	-	-	-
Less: Provision for ECL	-	-	-	-	-	-	-
Total Trade receivable	-	48.94	-	-	-	-	48.94
Unbilled Revenue	42.23	-	-	-	-	-	42.23
Total	42.23	48.94	-	-	-	-	91.17

*Unbilled receivables are shown as part of other financials assets (Refer note 12) as included above

(iii) Trade Payables

As at March 31, 2023	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	5.82	-	-	-	5.82
Total outstanding dues of creditors other than micro enterprises and small enterprises	91.94	0.86	0.02	0.00	92.82
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	0.09	-	0.09
Total	97.76	0.86	0.11	0.00	98.73

Manohar Chowdhry & Associates Chartered Accountants

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K.S. RAO & CO. Chartered Accountants BENGALURU

GMR AIRPORTS LIMITED

(All amount in Rupees Crores unless stated otherwise)

As at March 31, 2022	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	3.76	-	-	-	3.76
Total outstanding dues of creditors other than micro enterprises and small enterprises	43.61	3.36	-	-	46.97
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	0.09	-	-	0.09
Total	47.37	3.45	-	-	50.82

b) Capital to Risk Weighted Assets Ratio (CRAR):

Sr No.	Items	Year Ended March 31, 2023	Year Ended March 31, 2022
(i)	Capital to risk-weighted assets ratio (CRAR)*	26.50%	31.59%
(ii)	TIER I CRAR*	26.50%	31.59%
(iii)	TIER II CRAR*	26.50%	31.59%
(iv)	Liquidity Coverage Ratio (A/B)**	Not Applicable	Not Applicable

* The management assess the compliances for CIC for the purpose of disclosure as per the relevant Master Direction – Core Investment Companies (Reserve Bank) Direction 2016, DoR (NBFC).PD.003/03.10.119/2016-17 dated August 25, 2016 last updated on December 29, 2022. As per the guidelines given in the master direction, the company is not required to maintain TIER I and TIER II Capital, hence the TIER I CRAR and TIER II CRAR are same as CRAR computed in point (i) above.

** By virtue of sub clause (C) of Clause 4 of Liquidity Risk Management Framework for Non-Banking Financial companies and Core Investment Companies, issued via order number DOR.NBFC(PD) CC.No.102/03.10.001/2019-20 dated November 04, 2019 the company is not required to maintain Liquidity Coverage Ratio (LCR).

(c) Nature of Loan wise details:

Type of Borrower	March 31, 2023		March 31, 2022	
	Amount of loan or advance in the nature of loan outstanding	% of total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	% of total Loans and Advances in the nature of loans
Loan to Promoters	-	-	-	-
Loan to Directors	-	-	-	-
Loan to KMPs	-	-	-	-
Loan to Related parties (Excluding accrued interest)	493.50	100%	531.00	100%
Total	493.50		531.00	

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Manohar Chowdhry & Associates Chartered Accountants

K.S. Rao & Co. Chartered Accountants Bengaluru

GMR Airports Limited

GMR Airports Limited
CIN U65999HR1992PLC101718
Notes forming part of the standalone financial statements for the year ended March 31, 2023
(All amount in Rupees Crores unless stated otherwise)

(d) Promoter shareholding:

Name of promotors	As at March 31, 2023			As at March 31, 2022		
	No. of shares	% of total Shares	% change during the year	No. of shares	% of total Shares	% change during the year
GMR Airport Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	42,20,00,837	30.00%	-	42,20,00,837	30.00%	(23.08%)

(e) The Company do not have any Benami property, where any proceedings has been initiated or pending against the company for holding any Benami property.

(f) The Company has no transactions/balances with companies struck off under section 248 of the companies act, 2013 to the best of the knowledge of company's management.

(g) The company has not traded or invested in Crypto currency or Virtual currency.

(h) Except for the information given in the table below, the company have not advanced or loaned or invested funds to any other persons or entities, including foreign entities (intermediaries) with the understanding that the intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or;
(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries, except

<table>
<tr><th colspan="5">Date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary.</th><th colspan="4">Date and amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries along with complete details of the ultimate beneficiaries.</th><th rowspan="2">Date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries</th></tr>
<tr><th>S.No.</th><th>Name of intermediary and relationship</th><th>Loan/ Investment/ Advance</th><th>Date</th><th>Amount (in Rs. crore)</th><th>Name of intermediary and relationship</th><th>Loan/ Investment/ Advance</th><th>Date</th><th>Amount (in Rs. crore)</th></tr>
<tr><td>1</td><td>GMR Airports Netherland B.V. *</td><td>Equity</td><td>April 04, 2022</td><td>7.55</td><td rowspan="4">Equity Investment in PT APA#</td><td>Equity</td><td rowspan="4">March 11, 2022</td><td rowspan="4">92.38</td><td>NA</td></tr>
<tr><td>2</td><td>GMR Airports Netherland B.V. *</td><td>Equity</td><td>April 04, 2022</td><td>37.77</td><td>Equity</td><td>NA</td></tr>
<tr><td>3</td><td>GMR Airports Netherland B.V. *</td><td>Equity</td><td>April 11, 2022</td><td>45.57</td><td>Equity</td><td>NA</td></tr>
<tr><td>4</td><td>GMR Airports Netherland B.V. *</td><td>Equity</td><td>April 20, 2022</td><td>22.85</td><td>Equity</td><td>NA</td></tr>
</table>

* Relationship - It's a subsidiary of GAL. # Relationship - It's a joint venture of GAN B.V.

(i) The company have not received any fund from any person(s) or entity (ies), including foreign entities (funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or;

(ii) provide any guarantee, security or the like on behalf of the ultimate Beneficiaries.

(j) The Company has used borrowings from Banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

(k) The company has not been declared wilful defaulter by any bank or financial institution or other lender.

(l) As per the loan documents, there is no requirement of filing of quarterly returns or statements of current assets by the company with banks or financial institutions.

(m) The company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the income tax act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act 1961.

63. Certain amounts (currency value or percentages) shown in the various tables and paragraphs included in these standalone financial statements have been rounded off or truncated as deemed appropriate by the management of the Company.

For Manohar Chowdhry & Associates
Chartered Accountants
Firm registration number: 001997S

B. Venkataraju
Partner
Membership No.: 225084

Place: New Delhi
Date: May 26, 2023

For K.S. Rao & Co.
Chartered Accountants
Firm Registration number: 003109S

Sudarshana Gupta M S
Partner
Membership no: 223060

Place: New Delhi
Date: May 26, 2023

For and on behalf of the Board of Directors

GBS Raju
Vice Chairman
DIN:- 00061686

Place: New Delhi
Date: May 26, 2023

Grandhi Kiran Kumar
Joint MD & CEO
DIN:- 00061669

Place: Dubai
Date: May 26, 2023

G.R.K. Babu
Chief Financial Officer
PAN:- ACAPG2146H

Place: New Delhi
Date: May 26, 2023

Sushil Kumar Dudeja
Company Secretary
PAN:- ARQPK4912J

Place: New Delhi
Date: May 26, 2023

Manohar Chowdhry & Associates Chartered Accountants

K.S. Rao & Co. Chartered Accountants Bengaluru

GMR Airports Limited

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Bengaluru – 560001, India

Manohar Chowdhry & Associates.
Chartered Accountants
Plot no -191/56,
Near Devinder Vihar,
Gurgaon(Haryana) – 122011

Independent Auditor's Review Report on Unaudited Quarterly Financial Results of the GMR Airports Limited ('NBFC') pursuant to the Regulation 52of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of GMR Airports Limited

1. We have reviewed the accompanying statement of unaudited financial results ('the Statement') of GMR Airports Limited ('the NBFC') for the quarter ended 30 June 2023, being submitted by the NBFC pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').

2. The Statement, which is the responsibility of the NBFC's management and approved by the NBFC's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), the circulars, guidelines and directions issued by the Reserve Bank of India ('the RBI') from time to time, applicable to NBFCs ('the RBI guidelines'), and other accounting principles generally accepted in India, and is in compliance with the presentation and disclosure requirements of Regulation 52 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. As detailed in note 7 to the Statement, the Company has issued Bonus Compulsorily Convertible Preference Shares Series A, Series B, Series C and Series D (hereinafter together referred as "Bonus CCPS") to shareholders of the Company pursuant to the terms of the Shareholders' Agreement entered between the shareholders of the Company, the Company and Aéroports de Paris S.A which are being carried at face value. In our opinion, basis the terms of such Bonus CCPS, the accounting treatment is not in accordance with Ind AS 109, Financial Instruments, as the liability towards these Bonus CCPS should be recognised at their fair value. Had the Company applied the appropriate accounting treatment for these Bonus CCPS, 'Other equity' would have been lower by Rs. 497.34crore, and 'Other financial liabilities' would have been higher by Rs. 497.34crore as at 30 June 2023.

   The opinion expressed by us, in our audit report dated 26 May 2023 for the year ended 31 March 2023 was also qualified in respect of above matter.

5. Based on our review conducted as above, except for the possible effects of the matters described in previous sections nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, the RBI guidelines, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 52 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement, or that it has not been prepared in accordance with the relevant prudential norms issued by the RBI in respect of income recognition, asset classification, provisioning and other related matters, or that it contains any material misstatement.

K.S. RAO & CO. Chartered Accountants BENGALURU

Manohar Chowdhry & Associates Chartered Accountants

K. S. Rao & Co.
Chartered Accountants
2nd Floor, 10/2 Khivraj
Mansion, Kasturba Road
Bengaluru – 560001, India

Manohar Chowdhry & Associates.
Chartered Accountants
Plot no -191/56,
Near Devinder Vihar,
Gurgaon(Haryana) – 122011

6. We draw attention to note8 of the accompanying Statement, which describes the uncertainties relating to the future outcome of the ongoing matters and their impact on the carrying value of the investments in Delhi International Airport Limited and GMR Hyderabad International Airport Limited, both subsidiaries of the Company.

Our conclusion is not modified in respect of this matter.

7. The review of unaudited quarterly results for the period ended 30 June 2022 included in the Statement was carried out and reported by Joint Auditor K. S. Rao & Co. and predecessor auditor, Walker Chandiok & Co. LLP who have expressed modified conclusion vide their review report dated 26 July 2022 for the period ended 30 June 2022, whose reports have been furnished to us and which have been relied upon by us for the purpose of our review of the Statement. Our conclusion is not modified in respect of this matter.

For K. S. Rao & Co.
Chartered Accountants
Firm Registration No.: 003109S

M.S.S. Gu

Sudarshana Gupta M S
Partner
Membership No: 223060

UDIN:23223060BGXITA6335

K.S. RAO & CO. Chartered Accountants BENGALURU

Place: New Delhi
Date:11 August, 2023

For Manohar Chowdhry & Associates.
Chartered Accountants
Firm Registration No.: 001997S

P. Venkataraju
Partner
Membership No: 225084

Manohar Chowdhry & Associates Chartered Accountants

UDIN:23225084BGXFFU9437

Place: New Delhi
Date:11 August, 2023

GMR Airports Limited

Company Identification Number: U65999HR1992PLC101718

Registered office : TEC Cybercity, Level 18, DLF Cybercity, Building No. 5, Tower A, Phase-III, Gurugram, Haryana-122002

Statement of standalone financial results for the quarter ended June 30, 2023

(All amounts in Rs. crore unless otherwise stated)

Sl. No.	Particulars	For the quarter ended			Year ended
		June 30, 2023	March 31, 2023	June 30, 2022	March 31,2023
		Unaudited	(Refer note 2)	Unaudited	Audited
	Income				
1	Revenue from operations	112.24	131.17	108.28	445.25
2	Other income	0.39	12.60	0.59	15.91
3	Exchange difference (net)	-	(6.73)	102.94	213.55
4	**Total income**	**112.63**	**137.04**	**211.81**	**674.71**
5	**Expenses**				
	Finance costs	142.47	141.43	132.23	570.03
	Employee benefit expenses	10.37	5.08	5.47	24.71
	Sub-contracting expenses	18.11	47.91	4.96	81.38
	Depreciation expense	0.54	0.60	0.39	1.79
	Other expenses	22.52	88.82	21.31	177.63
	Total expenses	**194.01**	**283.84**	**164.36**	**855.54**
6a	**Profit/(loss) before tax and exceptional item**	**(81.38)**	**(146.80)**	**47.45**	**(180.83)**
6b	**(Loss)/profit before tax and after exceptional item**	**(81.38)**	**(146.80)**	**47.45**	**(180.83)**
7	**Tax expense:**				
	(1) Current tax	-	-	-	-
	(2) Deferred tax (credit)/ charge	1.79	0.07	(0.17)	(0.02)
	(3) Tax for earlier years	-	(1.83)	-	(1.83)
8	**(Loss)/profit for the period/year**	**(83.17)**	**(145.04)**	**47.62**	**(178.98)**
9	**Other comprehensive income**				
	Items that will not be reclassified to profit or loss				
	a. Re-measurement gain/(loss) on defined benefit plans	(0.07)	(0.31)	0.22	(0.41)
	b. Income tax impact	0.02	0.08	(0.06)	0.10
	c. Gain on equity instruments designated at fair value through other comprehensive income (FVOCI) for the period/year (net) (refer note 10(b) below)	-	23,404.91	-	22,165.59
	d. Income tax impact	-	(5,303.44)	-	(4,951.19)
	Other comprehensive income	**(0.05)**	**18,101.24**	**0.16**	**17,214.09**
10	**Total comprehensive income**	**(83.22)**	**17,956.20**	**47.78**	**17,035.11**
11	Paid-up equity share capital (Face value of Rs. 10/- per equity share)	1,406.67	1,406.67	1,406.67	1,406.67
12	Other equity	-	-	-	33,493.98
13	Profit/(loss) Per Share (EPS) [face value of Rs. 10 each (not annualised)]				
	Basic (amount in Rs.)	(0.59)	(1.03)	0.34	(1.27)
	Diluted (amount in Rs.)	(0.59)	(1.03)	0.34	(1.27)
14	**Net worth (refer note 12 below)** (includes gain on equity instruments designated at Fair Value through Other Comprehensive Income)	34,817.43	34,900.65	17,913.30	34,900.65
15	**Ratios (refer note 12 below)***				
	Debt equity ratio (includes gain on equity instruments designated at Fair Value through Other Comprehensive Income)	0.11	0.11	0.21	0.11
	Current ratio	0.29	0.38	0.18	0.38
	Long term debt to working capital	(0.87)	(1.41)	(1.64)	(1.41)
	Current liability ratio	0.59	0.53	0.39	0.53
	Total debt to total assets	0.08	0.08	0.14	0.08
	Debtors Turnover ratio	1.24	1.39	1.54	4.71
	Operating margin (%)	54.72%	(3.48%)	85.01%	57.95%
	Net profit margin (%)	(73.84%)	(105.83%)	22.48%	(26.53%)
	Debt Service Coverage Ratio	1.02	(0.02)	1.13	0.19
	Interest Service Coverage Ratio	1.02	(0.09)	1.65	0.72

*Ratios for the quarter have not been annualised.

K.S. RAO & CO. Chartered Accountants BENGALURU

Manohar Chowdhry & Associates Chartered Accountants

GMR AIRPORTS LIMITED

Notes to the Statement of standalone unaudited financial results for the quarter ended June 30, 2023:

1. The above financial results of GMR Airports Limited ('the Company') have been reviewed by the Audit Committee in their meeting held on August 10, 2023 and approved by the Board of Directors of the Company in their meeting held on August 11, 2023. The Statutory Auditors of the Company have reviewed these financial results.

2. The figures for the quarter ended March 31, 2023 are the balancing figures of the full financial year ended March 31, 2023 and the published unaudited year to date figure for the nine month period ended December 31, 2022.

3. The Company's business activities fall within a single business segment in terms of IND-AS 108 'Operating Segment'.

4. The reviewed IND-AS financial results have been prepared in accordance with the recognition and measurement principles of the Companies (Indian Accounting Standards) Rules, 2015, (IND-AS) prescribed under Section 133 of the Companies Act, 2013, read with relevant rules made thereunder and in terms of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and relevant circulars thereunder.

5. The details of the non-convertible bonds issued by the Company as on June 30, 2023 are as under:

Particulars	Issued Amount (Rs. crore)	Outstanding Amount (Rs. crore)	Date of original issue/ Allotment	Date of original listing (BSE)
Non-Convertible Bonds (Un-Secured) - Privately placed (Tranche I) (refer note (a))	800.00	800.00	June 28, 2019	July 08, 2019
Non-Convertible Bonds (Un-Secured) - Privately placed (Tranche II) (refer note (a))	325.00	168.00	September 26, 2019	October 10, 2019
Non-Convertible Bonds (Un-Secured) - Privately placed (Tranche III) (refer note (a))	325.00	325.00	September 26, 2019	October 10, 2019
Non-Convertible Bonds (Un-Secured) - Privately placed (Tranche IV) (refer note (a))	220.00	113.00	January 30, 2020	February 11, 2020
Non-Convertible Bonds (Un-Secured) - Privately placed (refer note (c))	300.00	300.00	August 17, 2021	August 20, 2021
Non-Convertible Bonds (Un-Secured) - Privately placed (refer note (d))	99.00	99.00	June 24, 2022	June 27, 2022
Non-Convertible Bonds (Un-Secured) - Privately placed (refer note (d))	301.00	301.00	July 18, 2022	July 21, 2022
Non-Convertible Bonds (Un-Secured) - Privately placed (refer note (e))	1,110.00	931.10	September 22, 2022	September 23, 2022
Non-Convertible Bonds (Un-Secured) - Privately placed (refer note (b))	345.00	345.00	December 24, 2020	December 29, 2020

K.S. RAO & CO. Chartered Accountants BENGALURU

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GMR AIRPORTS LIMITED

Notes to the Statement of standalone unaudited financial results for the quarter ended June 30, 2023:

a The Company pursuant to the revised debenture trust deed has amended the terms of existing non-convertible bonds of Rs. 1,670.00 crore (raised during the year ended March 31, 2020 in multiple tranches) vide Board approval dated December 9, 2020 and had extended the tenure of bonds by another 36 months which are now repayable as on December 28, 2023. The date of issue and date of listing for the refinanced NCBs of Rs. 1,670.00 crore is December 28, 2020 and December 29, 2020 respectively.

During the year ended March 31, 2023, out of Rs. 1670.00 crore, Company has prepaid Rs. 264.00 crore and outstanding balance as on June 30, 2023 was Rs. 1406.00 crore. As on June 30, 2023 these NCBs have first charge over moveable assets of the Company both present and future. Since value of the security is less than 1x of outstanding NCBs (along with accrued interest) as on June 30, 2023, hence these NCBs are Unsecured in Nature.

b. During the year ended March 31, 2021, the Company had raised money by issue of unsecured, redeemable, listed non-convertible Bonds (NCBs) amounting to Rs. 1,330.00 crore in single tranche vide Board approval dated December 9, 2020 for a tenure of 18 months which were repayable as on June 24, 2022.During the quarter ended June 30, 2022, the Company pursuant to the amended and restated Bond trust deed dated June 22, 2022 has amended the terms of above NCBs of Rs. 1,330.00 crore vide Board approval dated June 10, 2022 and extended the tenure of Bonds by another three months which were repayable on September 24, 2022.

During the year ended March 31, 2023, out of Rs. 1,330.00 crore, the Company has repaid NCBs of Rs. 985.00 crore by raising a fresh bond facility of Rs. 1,110.00 crore for a tenure of 24 months as mentioned in point (e) below, and had extended the tenure of remaining bonds of Rs. 345.00 crore by two years which are now repayable on September 24, 2024. These NCBs have first charge over moveable assets of the Company both present and future. Since value of the security is less than 1x of outstanding NCBs (along with accrued interest) as on June 30, 2023, hence these NCBs are Unsecured in Nature.

c. During the year ended March 31, 2022, the Company has raised money by issue of unsecured, redeemable, listed non-convertible Bonds amounting to Rs. 300.00 crore in single tranche vide Board resolution dated May 28, 2021 and circular resolution dated August 4, 2021 for a tenure of 36 months which are repayable on August 17, 2024. These NCBs have first charge over moveable assets of the Company both present and future. Since value of the security is less than 1x of outstanding NCBs (along with accrued interest) as on June 30, 2023, hence these NCBs are Unsecured in Nature.

d. During the year ended March 31, 2023, the Company has raised money by issue of unsecured, redeemable, listed non-convertible Bonds amounting to Rs. 400.00 crore in two tranche vide Board resolution dated June 10, 2022 and shareholder resolution dated June 09, 2022 for a tenure of 24 months, which are repayable on June 24, 2024. These NCBs have first charge over moveable assets of the Company both present and future. Since value of the security is less than 1x of outstanding NCBs (along with accrued interest) as on June 30, 2023, hence these NCBs are Unsecured in Nature.

e. During the year ended March 31, 2023, the Company has raised money by issue of unsecured, redeemable, listed non-convertible Bonds amounting to Rs. 1,110.00 crore at an issue price of 96.25% of the face value per bond in a single tranche vide board resolution dated September 09, 2022 and shareholder resolution dated June 09, 2022 for a tenure of 24 months, which are repayable on September 22, 2024.

During the year ended March 31, 2023, out of Rs. 1110 crore, Company has prepaid Rs. 178.90 crore and outstanding balance as on June 30, 2023 is Rs. 931.10 crore. These NCBs have first charge over moveable assets of the Company both present and future. Since value of the security is less than 1x of outstanding NCBs (along with accrued interest) as on June 30, 2023, hence these NCBs are Unsecured in Nature.

K.S. RAO & CO. Chartered Accountants BENGALURU

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Notes to the Statement of standalone unaudited financial results for the quarter ended June 30, 2023:

6. a. During the year ended March 31, 2022, RBI has conducted an inspection under section 45N of the Reserve Bank of India Act, 1934 for the financial year ended March 31, 2021 and has issued its report in relation to the said inspection. The Company has filed its reply to the said inspection and risk assessment report. Subsequently, the Company has received letter from RBI dated December 29, 2022 in respect of inspection report for the financial year ended March 31, 2021 and the Company has submitted its response to RBI in relation to the same.

   b. During the year ended March 31, 2023, RBI has conducted an inspection under section 45N of the Reserve Bank of India Act, 1934 for the financial year ended March 31, 2022 and has issued its report in relation to the said inspection. The Company has filed its reply to the said inspection and risk assessment report.

7. During the year ended March 31, 2020, the Company had issued 273,516,392 Bonus non-cumulative compulsorily convertible preference shares series A each having a face value of Rs. 10 each, for an aggregate face value of Rs. 273.52 crore as per terms of Shareholders' Agreement ('SHA') dated February 20, 2020 between the Company, Aéroports de Paris S.A. ('ADP'), GMR Infrastructure Limited ('GIL'), and GMR Infra Services Limited ('GISL') and the Share Subscription and Share Purchase Agreement dated February 20, 2020 ("SSPA") entered between ADP, GIL, GMR Infra Developers Limited, GISL and the Company. These Compulsory Convertible Preference shares are convertible into equity shares no later than November 15, 2024 in accordance with terms of SHA.

   Further, during the year ended March 31, 2021 as part of second closing with ADP, the Company had issued Bonus CCPS series B, C and D each having a face value of Rs. 10 each, for an aggregate face value of Rs. 169.34 crore as per terms of the revised Shareholders agreement dated July 7, 2020. Bonus CCPS Series B, C and D are convertible into such number of equity shares in accordance with schedule 12 of amended shareholder agreement which are dependent on the Company consolidated target earnings before interest, tax, depreciation and amortisation ('EBITDA') based on audited consolidated financial statement for financial year ended March 31, 2022, March 31, 2023 and March 31, 2024. Bonus Compulsory Convertible Preference Shares Series A, Series B, Series C and Series D are hereinafter together referred as 'Bonus CCPS'.

   All these Bonus CCPS are convertible into the equity shares of the Company as per the terms and conditions specified in the SHA and amendments thereon. These Bonus CCPS are issued to the shareholders of the Company as Bonus Shares and are non-redeemable and can only be converted into equity shares of the Company. These Bonus CCPS are currently recorded at the face value and not at fair value in accordance with IND-AS 109 'Financial Instruments'. The difference between the fair value and face value being notional in nature, amounting to Rs. 497.34 crore does not impact the "Other Equity". Considering the terms of these Bonus CCPS, once converted, the requisite adjustments will be made in "Other Equity".

8. The carrying value of the investments in DIAL and GHIAL (both are subsidiaries of the Company) which are carried at fair value are also subject to likely outcome of ongoing litigations and claims as follows:

   i. Ongoing arbitration between DIAL and AAI in relation to the payment of Monthly Annual fees for the period till the operations of DIAL reaches pre COVID 19 levels. Basis an independent legal opinion obtained by the management of DIAL, the Company is entitled to be excused from making payment of Monthly Annual fee under article 11.1.2 of OMDA to AAI on account of occurrence of Force Majeure Event under Article 16.1 of OMDA, till such time the Company achieves level of activity prevailing before occurrence of force majeure. Further, the management of DIAL had entered into a Settlement Agreement with AAI on April 25, 2022 which will govern interim workable arrangement between parties for payment of MAF. Accordingly, DIAL had started payment of monthly annual fee w.e.f. from April 01, 2022 onwards.

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GMR AIRPORTS LIMITED

Notes to the Statement of standalone unaudited financial results for the quarter ended June 30, 2023:

ii. Consideration of Cargo, Ground Handling and Fuel farm ('CGHF') income as part of non-aeronautical revenue in determination of tariff in case of GHIAL. GHIAL has filed appeal with Telecom Disputes Settlement Appellate Tribunal ('TDSAT') and during the previous year, the adjudicating authority, TDSAT, in its disposal order dated March 06, 2020 has directed Airport Economic Regulatory Authority ('AERA') to reconsider the issue afresh while determining the aeronautical tariff for the Third Control Period ('TCP') commencing from April 01, 2021. In July 2020, the GHIAL has filed an application with the AERA for determination of Aeronautical tariff for the third control period commencing from April 06, 2021 to March 31, 2026 wherein it has contended that CGHF income shall be treated as non-aero revenue. During the previous year, AERA vide its Order dated August 31, 2021, has issued Tariff Order for the TCP effective from October 01, 2021 considering the CGHF revenue as aeronautical revenue. GHIAL had also filed an appeal against the Tariff Order for the TCP with TDSAT, as the management of GHIAL is of the view that AREA has not considered the outstanding issues in determination of aeronautical tariff for the TCP as directed by TDSAT vide its ordered dated March 06, 2020. The management has also obtained legal opinion and according to which GHIAL position is appropriate as per terms of Concession agreement and AERA Act, 2008.

Accordingly, no adjustments to the carrying value of these investments are considered necessary. The impact of ongoing litigations might be different from that estimated as at the date of approval of these financial results and the Company will closely monitor any material changes to the future economic conditions.

9. The standalone financial results for the quarter ended June 30, 2023 reflected an excess of current liabilities over current assets of Rs. 1,906.47 crore. The closing current liabilities for the bonds (including accrued interest) is Rs 2,119.10 crore, which are due for redemption by the period ending June 30, 2024. The management believes that the Company shall be able to meet its obligations for the next 12 months primarily through refinancing of such aforesaid existing borrowings and internal accruals. Based on the above assessment the management believes that the Company will have available funds to meet its commitments. Accordingly, these standalone financial results have been prepared on the going concern basis.

10. a. The board of Directors of the Company in their meeting held on March 17, 2023 had approved the settlement of Bonus CCPS B, C and D between the Company, Shareholders of the Company and holders of CCPS B, C and D wherein cash earn outs to be received by GIL were agreed to be settled at Rs 550.00 crore, to be paid in milestone linked tranches and conversion of these Bonus CCPS B, C and D will take place as per the terms of settlement agreement. Further, the Company, Shareholders and CCPS A holders also agreed on the settlement regarding Bonus CCPS A whereby Company will issue such number of additional equity share to the Holders of CCPS A which will result in increase of shareholding of GIL (along with its subsidiary) from current 51% to 55%. The settlement is subject to certain conditions specified in proposed settlement agreement.

b. The Board of directors at its meeting held on March 19, 2023 had approved, a detailed Scheme of Merger of the Company with the GMR Infra Developers Limited (GIDL) followed by Merger of the GIDL with the GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited). The Scheme is subject to the receipt of requisite approvals from Securities and Exchange Board of India ("SEBI"), through stock exchanges, the Reserve Bank of India, the National Company Law Tribunal ("NCLT"), other statutory and regulatory authorities under applicable laws and respective shareholders and creditors. Subsequent to the quarter ended June 30, 2023, the Company has received no objection from Reserve Bank of India and Stock Exchange (BSE Limited) on the merger scheme.

c. During the year ended March 31, 2023, the company has entered into scheme of merger with GMR Infra Developers Limited (GIDL) and GMR Airport Infrastructure Limited (GIL). The main objective of the company being investments, a valuation specialist is engaged to determine the fair value of investments using income approach. Basis the valuation, the company has recognised a sum of Rs 22,165.59 crores in the other comprehensive income during the previous year.

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GMR AIRPORTS LIMITED

Notes to the Statement of standalone unaudited financial results for the quarter ended June 30, 2023:

11. The Company and GMR Goa International Airport Limited ('GGIAL') has executed a Master Services License Agreement ("MSLA") dated December15, 2021, ("MSLA") to design, develop, operate and manage the Non-Aero Facilities and Services. As informed by GGIAL, the above agreement being executed between related parties, is subject to approval from Government of Goa (GoG) in terms of Concession Agreement executed between GGIAL and GoG. However, as informed by GGIAL, GoG has directed GGIAL to cancel the MSLA and conduct a fresh bidding.

    Subsequent to the execution of agreement between the Company and GGIAL, the Company has executed various sub-contracts with various parties for provision of non-aeronautical services including F & B, Retail, Lounge etc., certain contracts out of these have lock in period of 1 year.

    On termination of the MSLA, GAL shall be liable to pay concessionaires in terms of the concession agreement. Apart from the reimbursement towards capex, as on date the management of the Company doesn't expect any other cash flows due to early termination of these contracts.

    On termination of the MSLA, GGIAL shall release the performance security, Security Deposit and pay towards capital expenditure incurred in connection with MSLA on fair value basis determined by a valuer.

12. Notes to additional disclosures as per regulation 52(4) of Securities and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulation, 2015 (as amended):

a) Debt equity ratio represents total borrowings (long-term borrowings and short-term borrowings) / total equity (equity share capital + other equity).

b) Current ratio represent current assets / current liabilities.

c) Long term debt to working capital represent long-term borrowings / current assets less current liabilities (including current maturities of long-term borrowings).

d) Bad debts to Accounts Receivable ratio represents allowance for bad and doubtful debts / trade receivables. There is no bad debt recognised during the quarter and respective comparative period, hence the ratio as on June 30, 2023:Nil (March 31, 2023: Nil).

e) Current liability ratio represents current liabilities (including current maturities of long-term borrowings) / total liabilities (excludes deferred tax liabilities on fair value of equity).

f) Total Debt to Total Assets represent total borrowings (long-term borrowings, short-term borrowings and current maturities of long-term borrowings) / total assets.

g) Debtors Turnover ratio represents revenue from operations / average trade receivable (including unbilled receivables).

h) Operating margin ratio represents Total income less employee benefit expense, sub-contracting expense and other expense / Total income.

i) Net profit margin represents Profit after tax / Total income.

j) Inventory Turnover Ratio and Capital redemption reserve/debenture redemption reserve: Not applicable as GMR Airports Limited is a non-Banking financial company Non-Deposit (NBFC-ND, CIC-ND-SI) registered with Reserve Bank of India.

k) Outstanding redeemable preference shares (Quantity and Value) as on June 30, 2023: Nil (March 31, 2023: Nil).

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GMR AIRPORTS LIMITED

Notes to the Statement of standalone unaudited financial results for the quarter ended June 30, 2023:

l) Net worth represents paid-up equity share capital plus Other Equity.

m) Debt service coverage ratio represents Earnings before Interest and Depreciation / Interest payment, Principal Repayment and lease payment made during the year.

n) Interest service coverage ratio represents Earnings before Interest and Depreciation / Interest payment.

o) Earnings per share represents Profit/ (Loss) attributable to equity holders / weighted average number of equity shares.

For and on behalf of the Board of Directors of
GMR Airports Limited

I. PRABHAKARA RAO
Executive Director
DIN: 03482239
Place: New Delhi
Date: August 11, 2023

GMR AIRPORTS LIMITED

K.S. RAO & CO. Chartered Accountants BENGALURU

Manohar Chowdhry & Associates Chartered Accountants

CHATTERJEE & CHATTERJEE
CHARTERED ACCOUNTANTS

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Independent Auditor's Report

To the Members of GMR Infra Developers Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of GMR Infra Developers Limited ('the Company'), which comprise the balance sheet as at 31 March 2023, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the

CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31 March, 2023, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Report On Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   c) The Balance Sheet, the Statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
   d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

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e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B' to this report;

g) In our opinion and according to the information and explanations given to us, the Company has not paid any remuneration to its managerial personnel during the year and accordingly reporting in accordance with the requirements of Section 197(16) of the Act is not required;

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations. Hence this point in not applicable;

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company during the year ended 31st March 2023.

iv. The Management has represented that, to the best of its knowledge and belief:

a) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) No funds (which are material either individually or in the aggregate)have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that

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the representations under sub-clause (i) and (ii) of Rule 11€, as provided under (a) and (b) above, contain any material misstatement.

v. During the Year the Company has not declared any dividend.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Company for maintenance of books of accounts and related matters, is applicable for the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of Companies (Audit and Auditors) Rules, 2014 is currently not tenable.

For Chatterjee & Chatterjee
Chartered Accountants
Firm registration no: 001109C

Amit Agrawal
Partner
Membership no: 222359

Place: New Delhi
Date: May 27, 2023

UDIN: 23222359BGQMUC1272

Annexure "A" to the Independent Auditor's Report

With reference to the Annexure referred to in paragraph 1 under the heading "Report on other legal & Regulatory Requirements" of our Report of even date to the members of **GMR Infra Developers Limited,** on the Ind AS Financial statements for the year ended 31st March 2023, we report that:

(i) The Company does not hold any property, plant and equipment (including right of use of assets) or intangible property. Accordingly, the requirement to report on clause 3(i) of the order is not applicable to the company.

(ii) a The Company did not hold any physical inventories during the year and therefore had no stocks of finished goods, stores, spare parts and raw materials during / at the end of the year.

b The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, paragraph 3 (ii)(b) of the Order is not applicable.

(iii) During the year, the Company has made investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties.

(a) During the year the Company has provided loans in the nature of loans:

The aggregate amount during the year is Rs. 12,240.00 lakhs and the balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint venture and associates is Rs. 46,242.42 lakhs.

(b) According to the information provided, the investments made, guarantee provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the interest of the Company.

(c) According to the information provided, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular.

(d) According to the information provided, there are no overdue amounts. Hence clause 3(iii)(e) is not applicable.

(e) According to the information provided, clause 3(iv)(f) is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act in respect of loans, investments, guarantees, and security.

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CHARTERED ACCOUNTANTS
NEW DELHI

(v) The Company has not accepted any deposits and also there were no amounts which are deemed to be the deposits. Hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, do not apply to this Company.

(vi) The maintenance of cost records has not been specified by the Central Government under subsection (1) of Section 148 of the Act, in respect of the activities carried on by the company. Accordingly, the provisions the requirement to report on clause (vi) of the order is not applicable.

(vii) A According to the records, the company is generally regular in depositing undisputed statutory dues including Goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and all other material statutory dues with the appropriate authorities and there were no arrears of statutory dues as at March 31, 2023 for a period of more than six months from the date they became payable.

B According to the records of the Company and the information and explanations given to us, there were no statutory dues referred to in sub clause (a), which have not been deposited on account of any dispute.

(viii) According to the information and explanations given to us and based on our verification, there were no transactions which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, paragraph 3 (ii)(b) of the Order is not applicable.

(ix) a The Company has not defaulted in repayment of loans or in the payment of interest thereon to any lender.

b The Company has not been declared wilful defaulter by any bank or financial institution or any other lender.

c The Company has not taken any term loan during the year. Accordingly, Paragraph 3(ix)(c) of the Order is not applicable

d On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e The Company has not taken any funds from any entity or person on account of or to meet the obligations of associates.

f According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

a The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x)(a) of the Order is not applicable.

CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS * NEW DELHI * b The Company has not made any Preferential allotment or Private placement of shares or convertible debentures during the year. Accordingly, paragraph 3 (x)(b) of the Order is not applicable.

(xi) a According to the information and explanations given by the management and based upon the audit procedures performed No fraud by the Company and no material fraud on the Company has been noticed or reported during the year

b No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and up to the date of this report;

c The Company has not established any Vigil mechanism, as it is not mandated by Section 177((9) of the Act. Accordingly, paragraph 3(xi)(c) of the Order is not applicable

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) a In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business;

b We have considered the reports of the Internal Auditors for the period under audit.;

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934, and is not a core investment Company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi) andits sub-clauses of the Order are not applicable.

(xvii) The company has incurred cash losses amounting to Rs. 24,309.18 lakhs in the financial year and Rs. 20580.87 lakhs in the immediately preceding financial year.

(xviii) There is no resignation of statutory auditors during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable.

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(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The provisions of section 135 are not applicable to the Company and hence reporting under clause 3(xx) and its sub-clauses of the Order are not applicable.

(xxi) According to the information provided clause 3(xxi) is not applicable.

For Chatterjee & Chatterjee
Chartered Accountants
Firm registration no: 001109C

Amit Agrawal

CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

Amit Agrawal
Partner
Membership no: 222359

Place: New Delhi
Date: May 27, 2023

UDIN: 23222359BGQMUC1272

Annexure "B" to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of GMR Infra Developers Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

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NEW DELHI

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Chatterjee & Chatterjee
Chartered Accountants
Firm registration no: 001109C

Amit Agrawal
Partner
Membership no: 222359

Place: New Delhi
Date: May 27, 2023

UDIN: 23222359BGQMUC1272

GMR Infra Developers Limited
CIN: U74999MH2017PLC291718
Balance Sheet as at March 31, 2023

Amount in Lacs.

Particulars	Notes	March 31, 2023	March 31, 2022
1. ASSETS			
Non current assets			
Financial Assets			
Investments	3	11,18,003.73	4,86,605.78
Loans	4	46,210.42	70,263.86
Non-current tax asset (net)	6	57.92	188.75
2. Current assets			
Financial assets			
Investments	7	-	249.19
Trade receivables	9	537.20	98.89
Cash and cash equivalents	8	210.99	26.51
Loans	4	32.00	-
Other Financial Assets	5	7,621.37	2,410.57
Other current assets	10	161.43	2,056.80
TOTAL ASSETS (1+2)		**11,72,835.06**	**5,61,900.35**
EQUITY AND LIABILITIES			
1. Equity			
Equity share capital	11	5.00	5.00
Other equity	12	4,21,078.24	(42,098.79)
Instruments entirely equity in nature	12	4,13,850.00	4,13,850.00
Total Equity		**8,34,933.24**	**3,71,756.21**
2. NON CURRENT LIABILITIES			
Financial liabilities			
Borrowings	13	4,182.27	68,000.00
Other financial laibilities	15	41.17	34.05
Deferred tax liabilities (net)	16	1,44,626.97	-
3. CURRENT LIABILITIES			
Financial liabilities			
Borrowings	13	1,68,000.00	1,00,000.00
Trade payables	14		
(a) total outstanding dues of micro and small enterprises		-	-
(b) total outstanding dues of other then micro and small enterprises		401.92	106.26
Other financial laibilities	15	20,519.45	21,856.51
Provisions	17	129.16	147.07
Other current liabilities	18	0.88	0.25
Total Liabilities (1+2)		**3,37,901.82**	**1,90,144.14**
TOTAL EQUITY AND LIABILITIES (1+2+3)		**11,72,835.06**	**5,61,900.35**

Corporate information and Significant accounting policies 1 & 2
The accompanying notes are an integral part of Standalone Financial Statements.
This is the balance sheet referred to in our report of even date.

As per our report of even date attached

For Chatterjee and Chatterjee
Chartered Accountants
ICAI Firm Registration No.001109C
Amit Agrawal
Amit Agrawal
Partner
Membership No.: 222359

CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

Place : New Delhi
Date: May 27, 2023

For and on behalf of board of directors of
GMR Infra Developers Limited

M V Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN: 05201062

Place : New Delhi
Date: May 27, 2023

GMR Infra Developers Ltd

GMR Infra Developers Limited
CIN: U74999MH2017PLC291718
Statement of profit and loss for the year ended March 31, 2023

Amount in Lacs.

Particulars	Notes	March 31, 2023	March 31, 2022
INCOME			
Revenue from operations	19	414.39	98.89
Other income	20	418.84	10.95
Total Income		**833.23**	**109.84**
EXPENSES			
Purchase of traded goods	21	402.32	90.13
Finance cost	22	24,669.67	20,574.70
Other expenses	23	9.54	1,727.48
Total Expenses		**25,081.53**	**22,392.31**
Loss before tax		**(24,248.30)**	**(22,282.47)**
(1) Current Tax		-	-
(2) Deferred tax		13.39	-
(3) Adjustments of tax relating to earlier periods		0.07	(0.55)
Tax expense/(Credit)		13.46	(0.55)
Loss for the year after tax		(24,261.76)	(22,281.92)
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss			
- Changes in fair value of equity investments at fair value through other comprehensive income (FVTOCI)		6,32,052.35	68,033.88
- Income tax effect of these items		(1,44,613.58)	-
Other comprehensive income for the year, net of tax		**4,87,438.77**	**68,033.88**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**4,63,177.01**	**45,751.96**
Earnings per share			
Basic and diluted (Rs.)		**(48,523.52)**	**(44,563.85)**

Corporate information and Significant accounting policies 1 & 2

The accompanying notes are an integral part of Standalone financial statements.

This is the statement of profit and loss referred to in our report of even date.

As per our report of even date attached

For Chatterjee and Chatterjee
Chartered Accountants
ICAI Firm Registration No.001109C

Amit Agrawal

Amit Agrawal
Partner
Membership No.: 222359

CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

Place : New Delhi
Date: May 27, 2023

For and on behalf of board of directors of
GMR Infra Developers Limited

M V Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN: 05201062

Place : New Delhi
Date: May 27, 2023

GMR Infra Developers Ltd.

GMR Infra Developers Limited
CIN: U74999MH2017PLC291718
Statement of Changes in Equity for the year ended March 31, 2023

A. Equity Share Capital

(1) As at March 31, 2023

Amount in Lacs.

Opening Balance as at April 01, 2022	Changes in equity share capital during the year	Closing Balance as at March 31, 2023
5.00	-	5.00

(2) As at March 31, 2022

Amount in Lacs.

Opening Balance as at April 01, 2021	Changes in equity share capital during the year	Closing Balance as at March 31, 2022
5.00	-	5.00

B. Other equity

(1) As at March 31, 2023

Amount in Lacs.

Particulars	Reserves and surplus			
	Equity component of Compulsorily convertible debentures	Retained earnings	Fair valuation through other comprehensive income (FVTOCI)	Total equity
Balance as at 1st April, 2022	4,13,850.00	(1,22,206.11)	80,107.30	3,71,751.18
Profit for the year	-	(24,261.76)	-	(24,261.76)
Additions during the year	-	-	4,87,438.78	4,87,438.78
Balance as at March 31, 2023	**4,13,850.00**	**(1,46,467.86)**	**5,67,546.07**	**8,34,928.20**

(2) As at March 31, 2022

Amount in Lacs.

Particulars	Reserves and surplus			
	Equity component of Compulsorily convertible debentures	Retained earnings	Fair valuation through other comprehensive income (FVTOCI)	Total equity
Balance as at April 01, 2021	2,33,850.00	(99,924.19)	12,073.42	1,45,999.23
Profit for the year	-	(22,281.92)	-	(22,281.92)
Additions during the year	1,80,000.00	-	68,033.88	2,48,033.88
Balance as at March 31, 2022	**4,13,850.00**	**(1,22,206.11)**	**80,107.30**	**3,71,751.19**

Corporate information and Significant accounting policies 1 & 2
The accompanying notes are an integral part of Standalone financial statements.
This is the statement of changes in equity referred to in our report of even date.

As per our report of even date attached

For Chatterjee and Chatterjee
Chartered Accountants
ICAI Firm Registration No.001109C

Amir Agrawal

Amit Agrawal
Partner
Membership No.: 222359

CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

Place : New Delhi
Date: May 27, 2023

For and on behalf of board of directors of
GMR Infra Developers Limited

M V Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN: 05201062

Place : New Delhi
Date: May 27, 2023

GMR Infra Developers Ltd.

GMR Infra Developers Limited
CIN: U74999MH2017PLC291718
Cash Flow Statement for the year ended March 31, 2023

Amount in Lacs.

Particulars	March 31, 2023	March 31, 2022
I. Cash flow from operating activities:		
Loss before tax	(24,248 30)	(22,282.47)
Adjustment for :		
Fair Value (Gain) / Loss on Financial instruments	(58.51)	1,701.62
Gain on disposal of investments (net)	(4.15)	(0.17)
Interest Income	(345.23)	-
Finance cost	24,667.66	20,575.20
Provision no longer required	(2.37)	-
Operating profit before working capital changes	**9.10**	**(5.82)**
Working capital adjustments		
Decrease / (Increase) in other current assets	1,895.37	5,495.87
(Decrease) /Increase in other current liabilities	2.99	11.25
(Decrease) /Increase in other financial liabilities	(194.90)	(1,350.54)
Decrease /(Increase) in other financial Assets	(5,649.11)	9,702.25
(Decrease) /Increase in Trade Payables	295.65	-
(Decrease) /Increase in Provisions	(17.91)	-
Cash (used in) / generated from operations	**(3,658.79)**	**13,853.01**
Direct taxes refunds / (paid) (net)	130.77	(35.36)
Cash (used in) / generated from operations (I)	**(3,528.02)**	**13,817.65**
II. Cash flows from investing activities		
Interest Received	345.23	-
Investment in GAL & Venture Capital Fund	712.91	0.00
Purchase Of Investment - MF	(1,330.95)	(819.00)
Proceeds from Sale of investment	-	10,987.05
(Increase) / Decrease in Loans to Related Parties	24,021.44	(72,516.71)
Sale of Investments MF	1,584.29	570.17
Net cash flow from/ (used in) investing activities (II)	**25,332.92**	**(61,778.49)**
III. Cash flows from financing activities		
Proceeds from Borrowings	4,182.27	68,000.00
Interest Paid on Borrowings	(25,802.69)	(20,575.20)
Proceeds from issue of debentures	-	-
Net cash flow (used in) / from investing activities (III)	**(21,620.42)**	**47,424.80**
IV. Net increase/ (decrease) in cash and cash equivalents (I + II + III)	**184.48**	**(536.04)**
Cash and cash equivalents at the beginning of the year	26.51	562.55
V. Cash and cash equivalents at the end of the year	**210.99**	**26.51**
VI. Components of cash and cash equivalents:		
a. With banks:		
i. On Current Account	210.99	26.51
Total cash and cash equivalents	**210.99**	**26.51**

Corporate information and Significant accounting policies 1 & 2
The accompanying notes are an integral part of Standalone financial statements.
This is the statement of changes in equity referred to in our report of even date.

As per our report of even date

For Chatterjee and Chatterjee
Chartered Accountants
ICAI Firm Registration No.001109C
Amit Agrawal
Amit Agrawal
Partner
Membership No.: 222359

CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

Place : New Delhi
Date: May 27, 2023

For and on behalf of board of directors of
GMR Infra Developers Limited

M V Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN: 05201062

Place : New Delhi
Date: May 27, 2023

GMR Infra Developers Ltd.

GMR Infra Developers Limited
CIN: U74999MH2017PLC291718
Notes forming part of financial statements for the Year ended March 31, 2023

1. Corporate information

GMR Infra Developers Limited ('GIDL' or 'the Company') is a Public unlisted Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company is wholly owned subsidiary of GMR Airports Infrastructure Limited(Formerly Known as GMR Infrastructure Limited). The Company has been incorporated with the objective of participation in various infrastructure related projects.
The registered office of the company is located at Naman Center, 701, 7th Floor, Plot No. C-31, G-Block, BKC, Bandra East, Mumbai, Maharashtra-400 051, India.

2. Significant accounting policies

1. Basis of preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).
The standalone financial statements have been prepared on a historical cost basis except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) which have been measured at fair value.
The functional and presentation currency of the Company is Indian Rupee which is the currency of the primary economic environment in which the Company operates, and all values are rounded to nearest lac except when otherwise indicated.

Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:
a) Expected to be realised or intended to be sold or consumed in normal operating cycle
b) Held primarily for the purpose of trading
c) Expected to be realised within twelve months after the reporting period, or
d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
All other assets are classified as non-current.

A liability is current when:
a) It is expected to be settled in normal operating cycle
b) It is held primarily for the purpose of trading
c) It is due to be settled within twelve months after the reporting period, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
All other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2. Property, plant & equipment

Freehold land will be carried at historical cost. All other items of property, plant and equipment will stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a seperate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

3. Provisions

Provisions are recognised when the Comapny has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.
If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

4. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

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GMR Infra Developers Ltd.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

a. Debt instruments at amortised cost
b. Debt instruments at fair value through other comprehensive income (FVTOCI)
c. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
d. Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost: A 'debt instrument' is measured at the amortised cost if both the following conditions are met:
a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.
Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. For more information on receivables.

Debt instrument at FVTOCI: A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:
a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.
Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTOCI: A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:
a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.
Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL: FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.
In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.
If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.
Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the balance sheet) when:
a. The rights to receive cash flows from the asset have expired, or
b. The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.
Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

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GMR Infra Developers Ltd.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss : Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings : This is the category most relevant to the company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Financial guarantee contracts: Financial guarantee contracts issued by the comapny are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Reclassification of financial assets

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

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GMR Infra Developers Ltd.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments
The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss

5. Cash and cash equivalents
Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.
For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

6. Revenue recognition
Revenue from operations
The Company recognises revenue from contracts with customers Reve it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied over time when the transfer of control of asset (good or service) to a customer is done over time and in other cases, performance obligation is satisfied at a point in time. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring good or service to a customer excluding amounts collected on behalf of a third party. Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance. Payment terms agreed with a customer are as per business practice and there is no financing component involved in the transaction price.

Interest income
Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

7. Taxes on income
Current income tax
Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
Deferred tax liabilities are recognised for all taxable temporary differences, except:
a) When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
b) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

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GMR Infra Developers Ltd.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

a) When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

b) In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

8. Corporate social responsibility ('CSR') expenditure

There in no CSR expenditure during the year.

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GMR Infra Developers Ltd.

GMR Infra Developers Limited
CIN: U74999MH2017PLC291718
Notes forming part of financial statements for the year ended March 31, 2023

Amount in Lacs.

3

Investments	**March 31, 2023**	**March 31, 2022**
Investments at amortised Cost GMR INFRA SERVICES PRIVATE LIMITED 50,000 (March 31, 2022: 50,000) equity shares of Rs. 10 each	5.00	5.00
GMR INFRA SERVICES PRIVATE LIMITED 4,20,00,000 (March 31, 2022: 4,20,00,000 Redeemable Preference shares of Rs. 10 each)	4,200.00	4,200.00
Investments Carried at fair value through Other Comprehensive Income GMR AIRPORTS LIMITED 29,54,00,588 (March 31, 2022: 29,54,00,588 No's equity Shares)	11,13,303.65	4,80,863.19
GMR AIRPORTS LIMITED 14,39,230 (March 31, 2022 : 14,39,230 No's CCPS A) 2,69,249 (March 31, 2022 : 2,69,249 No's CCPS B) 2,24,375 (March 31, 2022 : 2,24,375 No's CCPS C) 4,03,874 (March 31, 2022 : 4,03,874 No's CCPS D)	495.08	824.68
VENTURE CAPITAL FUND NIL (March 31, 2022: Trinity Alternative Investment Managers Limited Vision India fund 49,03,883 No's @50.98 Infrastructure Resurrection fund 89,63,250 No's@100.41 Bharat Nirman fund 31,71,381 Nos@78.83)	-	712.91
Total	**11,18,003.73**	**4,86,605.78**

Aggregate book value of quoted investments	-	-
Aggregate market value of quoted investments	-	**712.91**
Aggregate value of unquoted investments	**11,18,003.73**	**4,85,892.87**

Amount in Lacs.

4

Loans (Non-Current)	**March 31, 2023**	**March 31, 2022**
Loans and advances - Related Parties	46,210.42	70,263.86
Total	**46,210.42**	**70,263.86**
Loans (Current)	**March 31, 2023**	**March 31, 2022**
Loans and advances - Related Parties	32.00	-
Total	**32.00**	-

Amount in Lacs.

5

Other financial assets (Non-Current)	**March 31, 2023**	**March 31, 2022**
Interest accrued - Related Parties	-	-
Total	-	-
Other financial assets (Current)	**March 31, 2023**	**March 31, 2022**
Interest accrued - Related Parties	7,621.37	2,400.18
Other Receivables	-	10.39
Total	**7,621.37**	**2,410.57**

Amount in Lacs.

6

Non-current tax assets (net)	**March 31, 2023**	**March 31, 2022**
Advance Income Tax (Net of Provision)	57.92	188.75
Total	**57.92**	**188.75**

CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

GMR Infra Developers Ltd.

GMR Infra Developers Limited
CIN: U74999MH2017PLC291718

Amount in Lacs.

7

Investments	March 31, 2023	March 31, 2022
Investments carried at fair value value through statement of profit & loss		
Mutual Fund Investments	-	249.19
Total	-	**249.19**

Notes:
1.Aggregate carrying amount of Current unquoted investments - Rs. NIL (March 31, 2022 : Rs.249.19 Lacs)

Amount in Lacs.

8

Cash and cash equivalents	March 31, 2023	March 31, 2022
Balances with banks		
– In current accounts	210.99	26.51
Total	**210.99**	**26.51**

Amount in Lacs.

9

Trade Receivables	March 31, 2023	March 31, 2022
Trade Receivables - Related Parties (Considered good)	537.20	98.89
Total	**537.20**	**98.89**

Amount in Lacs.

10

Other current assets	March 31, 2023	March 31, 2022
Balance with government authorities	37.91	117.78
Other Receivables	123.52	1,939.02
Total	**161.43**	**2,056.80**

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GMR Infra Developers Ltd.

GMR Infra Developers Limited
CIN: U74999MH2017PLC291718
Notes forming part of financial statements for the year ended March 31, 2023

Amount in Lacs.

11

Equity Share capital	**March 31, 2023**		**March 31, 2022**	
	Equity shares		**Equity shares**	
Authorized shares	**Number**	**Amount in Lacs.**	**Number**	**Amount in Lacs.**
Outstanding at the beginning of the year	50,000	5.00	50,000	5.00
50,000 (March 31, 2022: 50,000) Equity Shares of Rs.10 each	-	-	-	-
Increase during the Year	-	-	-	-
Outstanding at the end of the year	**50,000**	**5.00**	**50,000**	**5.00**

Issued, subscribed and fully paid-up shares	**March 31, 2023**		**March 31, 2022**	
	Equity shares		**Equity shares**	
	Number	**Amount in Lacs.**	**Number**	**Amount in Lacs.**
Outstanding at the beginning of the year	50,000	5.00	50,000	5.00
Add: Issued during the Year	-	-	-	-
Less: forfeited during the Year	-	-	-	-
Outstanding at the end of the year	**50,000**	**5.00**	**50,000**	**5.00**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Amount in Lacs.

Equity Shares	**March 31, 2023**		**March 31, 2022**	
	No of Shares	**Amount in Lacs.**	**No of Shares**	**Amount in Lacs.**
At the beginning of the reporting period	50,000	5.00	50,000	5.00
Issued during the reporting period	-	-	-	-
Outstanding at the end of the period	**50,000**	**5.00**	**50,000**	**5.00**

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity is entitled to one vote per share.
The Company declares and pays dividends in Indian Rupees.

In the event of liquidation of the Company the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Shares held by Promoters

As at March 31, 2023

Sl. No.	**Name of Promoter**	**No. of Shares at beginning of Year**	**Change during the year**	**No. of Shares at the end of the year**	**% of Total Shares**	**% during the year**
	GMR Airports Infrastructure Limited (Formerly Known as GMR Infrastructure Limited)	50,000	-	50,000	-	-
Total		**50,000**	**-**	**50,000**	**-**	**-**

As at March 31, 2022

Sl. No.	**Name of Promoter**	**No. of Shares at beginning of Year**	**Change during the year**	**No. of Shares at the end of the year**	**% of Total Shares**	**% during the year**
	GMR Airports Infrastructure Limited (Formerly Known as GMR Infrastructure Limited)	50,000	-	50,000	-	-
Total		**50,000**	**-**	**50,000**	**-**	**-**

(c) Details of shareholders holding more than 5% shares in the company

Amount in Lacs.

Equity Shares	**March 31, 2023**		**March 31, 2022**	
	No of Shares	**Amount in Lacs.**	**No of Shares**	**Amount in Lacs.**
GMR Airports Infrastructure Limited(Formerly Known as GMR Infrastructure Limited)	49,994	5.00	49,994	5.00

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GMR Infra Developers Ltd.

Amount in Lacs.

12 Other equity	March 31, 2023	March 31, 2022
A. Compulsory Convertible Debentures		
Balance at the beginning of the year	4,13,850.00	2,33,850.00
Add: Movement during the year	-	1,80,000.00
Closing Balance	**4,13,850.00**	**4,13,850.00**
B. Surplus /(deficit) in the statement of profit and loss		
Balance at the beginning of the year	(1,22,206.10)	(99,924.18)
Add: Profit/(Loss) for the year	(24,261.76)	(22,281.92)
Closing Balance	**(1,46,467.86)**	**(1,22,206.10)**
C. Fair valuation through other comprehensive income (FVTOCI)		
Balance at the beginning of the year	80,107.32	12,073.44
Add: Movement during the year	4,87,438.78	68,033.88
Closing Balance	**5,67,546.10**	**80,107.32**
Total Other Equity	**8,34,928.24**	**3,71,751.22**

*During FY 21-22, the Company has issued Fully Convertible Debentures of 18,000 Debentures having a face value of Rs.10,00,000 each coupon rate carrying at 0.001% p.a to GMR Infrastructure Limited, Inturn GMR Infrastructure Limited Subscribed to 18,000 Debentures.

Amount in Lacs.

13 Borrowings	Non Current March 31, 2023	Non Current March 31, 2022	Current March 31, 2023	Current March 31, 2022
Debentures *	-	68,000.00	1,68,000.00	1,00,000.00
Loan from Group Companies **	4,182.27	-	-	-
Total	**4,182.27**	**68,000.00**	**1,68,000.00**	**1,00,000.00**

During FY 2019-20, the Company had issued unlisted, redeemable non-convertible debentures 10,000 numbers each in Tranch A(Tenor 1 year 10 days) & Tranch B(Tenor 3 years) having a face value of Rs.10 Lakhs each for Rs. 2,000 Crs. Coupon rate for Tranch A : 18% Per anum, capitalized quarterly, due and payable on the earlier of (i) the completion date of the phase II Investment and (ii) the date on which the Tranche A debentures are redeemed (at maturity or any other redemption date). Coupon rate for Tranch B : if the phase II Investment has not occured, 18% per anum,Capitalized quarterly accured, due and payable on the earlier of (i) the completion date of phase II Investment and (ii) each anniversary date of the allotment date for Tranche B. On phase II Completion , coupon on Tranche B will be 17.5 % per anum, capitalized quarterly, accured due and payable upon each anniversary of the phase II investment completion date until and including the final redemption date for Tranche B. NCDs are secured over 12% of GAL shares held by the company. During FY 2020-21, the company has redeemed the tranch A Debentures on the completion of phase II investment.

*During FY 21-22, the Company had issued unlisted, redeemable non-convertible debentures 680 numbers face value at Rs 1Cr each for term of 3 years. Upfront coupon rate is 1.65% value of Debenture. Coupon rate is at 8% Per annum, compounded half yearly payable 1st coupon period annually thereafter annually. Redumption premium is 9.25% per annum compounded half yearly till completion of 12 months thereafter 10.25% per annum compounded half yearly till final redumption. NCDs are secured over (i) a first ranking exclusive pledge over 9% equity stake((12,66,00,251 equity shares) in GMR Airports Ltd (GAL) owned by the Issuer. In the event that the holders of the Initial Debentures elect to subscribe to the Accordion Debenture and on the completion of the Additional Parent GAL Share Transfer(ii) A first ranking pari passu charge by way of hypothecation over the movable assets of the company (shared with the holders of the existing debentures of INR 1000 crore issued by the Issuer ("Existing Debenture Holders")). (iii) A first ranking exclusive charge by way of hypothecation over identified bank accounts.
(iv) a first ranking pledge over identified CCD and equity shares of the company held by GIL, as identified in Debenture trust deed.

Subsequent to the year end March 31, 2023, the Company has redeemed, unlisted, redeemable non-convertible debentures 10,000 numbers each in Tranch B having face value of Rs 10 lac each amounting to Rs 1,000 crs and also redeemed unlisted, redeemable, non-convertible debentures 680 numbers having face value of Rs 1 cr each amounting to Rs 680 crs. The debenture trustee has issued certificate of no dues on April 11, 2023 and April 21, 2023 aggregating to Rs 1,680 crs towards full and final settlement, satisfaction and discharge of all the Debt and other obligations under the debeture trust deed.

**During FY 2022-23, the Company availed loan from GMR Airports Infrastructure Limited at an interest rate of 7.25 % for 6 Years. Rs 4182.27 lacs (Mar.22 - NIL)

Amount in Lacs.

14 Trade Payable	Current March 31, 2023	Current March 31, 2022
Trade Payable- MSME	-	-
Trade Payable- Other than MSME	401.92	106.26
Total	**401.92**	**106.26**

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GMR Infra Developers Ltd.

GMR Infra Developers Limited
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Amount in Lacs.

15		Non Current		Current	
	Other financial liabilities	**March 31, 2023**	**March 31, 2022**	**March 31, 2023**	**March 31, 2022**
	Non Trade Payable	-	-	-	202.02
	Interest accrued but not due on borrowings				
	- Related parties	41.17	34.05	-	-
	- Others	-	-	20,519.45	21,654.49
	Total	**41.17**	**34.05**	**20,519.45**	**21,856.51**

16 Deferred Tax Liabilities

Amount in Lacs.

a) Deferred Tax	**March 31, 2023**	**March 31, 2022**
Deferred Tax Liabilities		
Plant properties and equipment, Investment properties and Intangible assets		
Fair valuation gain (net) on equity instruments	1,44,626.97	-
Gross deferred tax liabilities	**1,44,626.97**	**-**
Deferred Tax Assest		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes in subsequent years	-	-
Gross deferred tax assets	**-**	**-**
Net deferred tax liabilities	**1,44,626.97**	**-**

Tax Expenses
The major components of income tax expenses for the year ended March 31, 2023 and March 31, 2022
Statement of profit and loss:

Amount in Lacs.

	March 31, 2023	**March 31, 2022**
Current income tax:		
Current income tax charge	-	-
Tax Pertaining to earlier year	0.07	(0.55)
Deferred tax:		
Deferred tax:	13.39	-
Income tax expense reported in the statement of profit or loss	**13.46**	**(0.55)**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2023 and March 31, 2022

Amount in Lacs.

	March 31, 2023	**March 31, 2022**
Loss before tax	(24,248.30)	(22,282.47)
Applicable tax rates	25.17%	25.17%
Computed tax at applicable tax rate	**(6,103.30)**	**(5,608.50)**
Tax effect on losses on which deferred tax has not been recognised	6,116.76	5,607.95
Total tax expenes	**0.07**	**(0.55)**

Amount in Lacs.

17		Current	
	Provisions	**March 31, 2023**	**March 31, 2022**
	Provision for Expenses	129.16	147.07
	Total	**129.16**	**147.07**

Amount in Lacs.

18	**Other current liabilities**	**March 31, 2023**	**March 31, 2022**
	Statutory dues payable	0.88	0.25
	Expenses Payable	0.00	0.00
	Total	**0.88**	**0.25**

CHATTERJEE & CHATTERJEE
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GMR Infra Developers Ltd.

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Amount in Lacs.

19	Revenue from Operations	March 31, 2023	March 31, 2022
	Sale of Material	414.39	96.89
	Sale of Services	-	2.00
	Total	**414.39**	**98.89**

Amount in Lacs.

20	Other Income	March 31, 2023	March 31, 2022
	Interest Income on		
	Inter corporate loans and deposits	345.23	-
	Income tax Refund	8.58	10.60
	Net gain on financial instrument measured at fair value through profit & loss	58.51	-
	Fair Value Gain on Financial instruments	-	0.18
	Provision no Longer required	2.37	-
	Gain on disposal of investments (net)	4.15	0.17
	Total	**418.84**	**10.95**

Amount in Lacs.

21	Purchase of traded goods	March 31, 2023	March 31, 2022
	Purchase of Trading Goods	402.32	90.13
	Total	**402.32**	**90.13**

Amount in Lacs.

22	Finance Cost	March 31, 2023	March 31, 2022
	Interest on debts and borrowings (net)*	24,660.20	20,566.56
	Interest on intercompany debits and borrowings	7.46	3.57
	Interest Others	0.01	0.08
	Other borrowing cost	2.00	4.49
	Total	**24,669.67**	**20,574.70**

* **In FY 2022-23**, Interest cost is net of interest income of **Rs 14,383.33 Lacs** from GMR Airports Infrastructure Limited(Formerly Known as GMR Infrastructure Limited) & GMR Power and Urban Infra Limited, since the loan taken is back to back transaction with the company.

* **In FY 2021-22**, Interest cost is net of interest income of **Rs 8,840.69** Lacs from GMR Airports Infrastructure Limited(Formerly Known as GMR Infrastructure Limited) & GMR Power and Urban Infra Limited, since the loan taken is back to back transaction with the company.

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CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

GMR Infra Developers Ltd.

GMR Infra Developers Limited
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Amount in Lacs.

23 Other expenses	March 31, 2023	March 31, 2022
Legal and consultancy expenses	5.85	10.71
Remuneration to auditors (Refer below Note A)	2.08	0.57
Rates & Taxes	1.09	13.29
Advertisements	0.50	-
Rent	-	0.27
Bank charges	0.02	0.51
Sitting Fee	-	0.30
Miscellaneous expenses	-	0.05
Fair value Loss on financial intsruments **	-	1,701.78
Total	**9.54**	**1,727.48**

**In FY 21-22, Company accounted for Investment in Venture Capital Fund at Fair value through profit and loss (FVTPL) based on Net Asset Value (NAV) provided by Venture Fund.

A. # Remuneration to auditors **Amount in Lacs**

As auditor:	March 31, 2023	March 31, 2022
Statutory Audit Fee	1.51	0.35
Tax Audit Fee	0.16	0.05
In other capacity:		
Other services (certification fees)	0.29	0.17
Reimbursements	0.12	-
Total	**2.08**	**0.57**

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CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

GMR Infra Developers Ltd.

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Notes forming part of financial statements for the year ended March 31, 2023

24 Significant accounting judgements, estimates and assumptions

ESTIMATES AND ASSUMPTIONS

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

Taxes

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.
These financial statements for the period ended March 31, 2023 has prepared in accordance with Ind AS.

The stand-alone financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments) which have been measured at fair value.

The stand-alone financial statements are presented in Rs. in Lacs

Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

25 Earnings Per Share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

	Amount in Lacs.	
	March 31, 2023	**March 31, 2022**
Loss attributable to equity holders (Rs in Lacs)	(24,261.76)	(22,281.92)
Loss attributable to equity holders for basic earnings (Rs in Lacs)	(24,261.76)	(22,281.92)
Interest on convertible preference shares	-	-
Loss attributable to equity holders adjusted for the effect of dilution (Rs in Lacs)	(24,261.76)	(22,281.92)
Weighted Average number of equity shares used for computing Earning Per Share (Numbers)	50,000	50,000
Effect of dilution:	-	-
Convertible preference shares	-	-
Weighted average number of Equity shares adjusted for the effect of dilution *	50,000	50,000
Earning Per Share (Basic) (In Rs.)	(48,523.52)	(44,563.85)
Earning Per Share (Diluted) (In Rs.)	(48,523.52)	(44,563.85)
Nominal value per share (Rs)	10	10

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Notes forming part of financial statements for the year ended March 31, 2023

26 Disclosure on financial instrument

This section gives an overview of the significance of financial instruments for the Company and provides additional information onbalance sheet items that contain financial instruments

(a) Financial assets and liabilities

As At March 31, 2023

Particulars	Fair Value Through other comphrehensive income	Fair Value Through statement of Profit & Loss	Amortised Cost	Total Carrying Value	Total Fair Value
Financial Assets					
Investments	11,18,003.73	-	-	11,18,003.73	11,18,003.73
Loans	-	-	46,242.42	46,242.42	46,242.42
Trade receivables	-	-	537.20	537.20	537.20
Cash and cash equivalents	-	-	210.99	210.99	210.99
Other financial assets	-	-	7,621.37	7,621.37	7,621.37
Total	**11,18,003.73**	-	**54,611.98**	**11,72,615.71**	**11,72,615.71**
Financial liabilities					
Borrowings	-	-	1,72,182.27	1,72,182.27	1,72,182.27
Trade payables	-	-	401.92	401.92	401.92
Other financial liabilities	-	-	20,560.62	20,560.62	20,560.62
Total	-	-	**1,93,144.81**	**1,93,144.81**	**1,93,144.81**

As At March 31, 2022

Particulars	Fair Value Through other comphrehensive income	Fair Value Through statement of Profit & Loss	Amortised Cost	Total Carrying Value	Total Fair Value
Financial Assets					
Investments	4,86,854.96	-	-	4,86,854.96	4,86,854.96
Loans	-	-	70,263.86	70,263.86	70,263.86
Trade receivables	-	-	98.89	98.89	98.89
Cash and cash equivalents	-	-	26.51	26.51	26.51
Other financial assets	-	-	2,410.57	2,410.57	2,410.57
Total	**4,86,854.96**	-	**72,799.82**	**5,59,654.79**	**5,59,654.79**
Financial liabilities					
Borrowings	-	-	1,68,000.00	1,68,000.00	1,68,000.00
Trade payables	-	-	106.26	106.26	106.26
Other financial liabilities	-	-	21,890.56	21,890.56	21,890.56
Total	-	-	**1,89,996.83**	**1,89,996.83**	**1,89,996.83**

In the course of its business, the Company is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the Board of Directors. The risk management framework aims to:

(i) create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan.
(ii) achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

(b) Fair value hierarchy

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2023:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and mutual fund investments.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	As at March 31, 2023	Fair Value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Assets	11,13,798.73		-	11,13,798.73

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2022:

Particulars	As at March 31, 2022	Fair Value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Assets	4,82,400.78	712.91	-	4,81,687.87

Market risk

(a) Market risk- Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term and short-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

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GMR Infra Developers Ltd.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/decrease in basis points	Effect on profit before tax
March 31, 2023	+50	-
	-50	-
March 31, 2022	+50	-
	-50	-

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

Credit risk

Financial instruments and cash deposits- Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity risk

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments

Amount in Lacs.

As at March 31, 2023	On demand	0-1 years	1 to 5 years	> 5 years	Total
Borrowings	-	1,68,000.00	-	4,182.27	1,72,182.27
Trade payables	-	401.92	-	-	401.92
Interest accrued but not due on borrowings					
- Related parties	-	-	41.17	-	41.17
- Others	-	20,519.45	-	-	20,519.45
Total	-	**1,88,921.37**	**41.17**	**4,182.27**	**1,93,144.81**

Amount in Lacs.

As at March 31, 2022	On demand	0-1 years	1 to 5 years	> 5 years	Total
Borrowings	-	1,00,000.00	68,000.00	-	1,68,000.00
Trade payables	-	106.26	-	-	106.26
Interest accrued but not due on borrowings					
- Related parties	-	-	-	-	-
- Others	-	21,654.49	-	-	21,654.49
Total	-	**1,21,760.76**	**68,000.00**	-	**1,89,760.76**

The disclosed financial derivative instruments in the above table are the gross undiscounted cash flows. However, those amounts may be settled gross or net. The following table shows the corresponding reconciliation of those amounts to their carrying amounts

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the policies and procedures of the Company include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

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27 Related Party Transactions

i Name of Related Parties and description of relationship

Relationships	**Name of the Related Party**
Holding Company	GMR Airports Infrastructure Limited (Formerly Known as GMR Infrastructure Limited)
Fellow Subsidiries	GMR Power and Urban Infra Limited GMR Airports Limited GMR Aerostructure Services Limited
Joint Venture of Fellow Subsidiry	GIL SIL JV
Key Management Personnel and their relatives	Subba Rao Gunuputi Saurabh Chawla Suresh Bagrodia Maddula Srinivas Venkata Pardha Saradhi Vemula

ii **Summary of transactions with the above related parties is as follows:**

Interest Income — Amount in Lacs.

	March 31, 2023	March 31, 2022
GMR Power and Urban Infra Limited	7,720.80	5,489.65
GMR Aerostructure Services Limited	345.23	-
GMR Airports Infrastructure Limited (Formerly Known as GMR Infrastructure Limited)	6,662.53	3,351.04
Total	**14,728.56**	**8,840.69**

Interest Expenses — Amount in Lacs.

	March 31, 2023	March 31, 2022
GMR Airports Infrastructure Limited (Formerly Known as GMR Infrastructure Limited)	7.46	3.57
Total	**7.46**	**3.57**

Operating Income

	March 31, 2023	March 31, 2022
GIL SIL JV	414.39	98.89
	414.39	**98.89**

Investment In Equity Shares — Amount in Lacs.

	March 31, 2023	March 31, 2022
GMR Airports Ltd	11,13,303.65	4,80,863.19
Total	**11,13,303.65**	**4,80,863.19**

Investment In Preference Shares — Amount in Lacs.

	March 31, 2023	March 31, 2022
GMR Airports Ltd	495.08	824.68
Total	**495.08**	**824.68**

Share Capital — Amount in Lacs.

	March 31, 2023	March 31, 2022
GMR Airports Infrastructure Limited (Formerly Known as GMR Infrastructure Limited)	5.00	5.00
Total	**5.00**	**5.00**

Compulsory Convertible Debentures — Amount in Lacs.

	March 31, 2023	March 31, 2022
GMR Airports Infrastructure Limited (Formerly Known as GMR Infrastructure Limited)	4,13,850.00	4,13,850.00
Total	**4,13,850.00**	**4,13,850.00**

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Interest Payable on CCD

		Amount in Lacs.
	March 31, 2023	**March 31, 2022**
GMR Airports Infrastructure Limited (Formerly Known as GMR Infrastructure Limited)	38.18	34.05
Total	**38.18**	**34.05**

Trade Receivables - Related Parties

		Amount in Lacs.
	March 31, 2023	**March 31, 2022**
GIL SIL JV	537.20	98.89
Total	**537.20**	**98.89**

Other Receivables - Related Parties

		Amount in Lacs.
	March 31, 2023	**March 31, 2022**
GMR Power and Urban Infra Limited	123.52	1,939.02
Total	**123.52**	**1,939.02**

Loans taken and repayment thereof — **Amount in Lacs.**

Particulars	**Year Ended**	**Loan**	**Interest**	**Repayment / adjustment including interest**	**Amount Owed to Related Parties**
GMR Airports Infrastructure Limited (Formerly Known as GMR Infrastructure Limited)	March 31, 2023	4,182.27	2.99	-	4,185.26
	March 31, 2022	-	-	-	-

Loans given and repayment thereof — **Amount in Lacs.**

Particulars	**Year Ended**	**Loan**	**Interest**	**Repayment / adjustment including interest**	**Amount Owed from Related Parties**
GMR Airports Infrastructure Limited (Formerly Known as GMR Infrastructure Limited)	March 31, 2023	-	6,638.47	5,524.00	30,786.79
	March 31, 2022	29,300.00	372.32	-	29,672.32
GMR Power and Urban Infra Limited	March 31, 2023	6,750.00	7,692.23	34,732.51	22,701.45
	March 31, 2022	40,963.86	2,027.87	-	42,991.72
GMR Aerostructure Services Limited	March 31, 2023	5,490.00	343.51	5,458.00	375.51
	March 31, 2022	-	-	-	-

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CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

GMR Infra Developers Ltd.

GMR Infra Developers Limited
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Notes forming part of financial statements for the year ended March 31, 2023

28 Ageing
New disclosures as per the requirements of Division II of Schedule III to the Act

B Ageing schedule of trade receivables

Amount in Lacs.

As at March 31, 2023	Outstanding from the due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	-	488.57		48.64			537.20
Undisputed trade receivables – which have significant increase in credit risk							
Undisputed trade receivables – credit impaired							
Disputed trade receivables – considered good							
Disputed trade receivables – which have significant increase in credit risk							
Disputed trade receivables – credit impaired							

Amount in Lacs.

As at 31 March 2022	Outstanding from the due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	-	98.89					98.89
Undisputed trade receivables – which have significant increase in credit risk	-						-
Undisputed trade receivables – credit impaired	-						-
Disputed trade receivables – considered good	-						-
Disputed trade receivables – which have significant increase in credit risk	-						-
Disputed trade receivables – credit impaired	-						-

C Ageing schedule of trade payables

Amount in Lacs.

As at March 31, 2023	Outstanding from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro, small and medium enterprises	-				-
Others	401.92				401.92
Disputed dues — MSME					-
Disputed dues — Others					-

Amount in Lacs.

As at 31 March 2022	Outstanding from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro, small and medium enterprises	-	-	-	-	-
Others	106.26	-	-	-	106.26
Disputed dues — MSME	-	-	-	-	-
Disputed dues — Others	-				-

29 Financial ratios

Ratio	Numerator	Denominator	As at March 31, 2023 Ratio	As at 31 March 2022 Ratio	% Change	Remarks
Current ratio	Current assets	Current liabilities	0.05	0.04	-14%	
Debt service coverage ratio	Earnings before depreciation and amortisation and interest [Earnings = Profit after tax + Depreciation and amortisation expense + Finance costs (excluding interest on lease liabilities)]	Interest expense (including capitalised) + Principal repayment (including prepayments)	(0.00)	0.01	124%	Increase in Interest Cost as in the FY 2021-22 Rs.680 Crs loan taken. Redemption premium Cost Increased on Borrowings.
Return on equity ratio	Profit after tax	Average of total equity	(0.04)	(0.02)	-87%	Increase in Other Equity resulted in decrease in Return on Equity
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	0.65	0.04	1410%	Revenue from Operations Increased compare to FY 2021-22
Trade payables turnover ratio	Purchases	Average trade payables	1.58	0.08	1843%	Purchase of Trading Good Increased compare to FY 2021-22.
Net capital turnover ratio	Revenue from operations	Working capital [Current assets - Current liabilities	(0.00)	(0.00)	172%	Current Liabilities Increased due to Long Term Loans reclassed to Short Term loans.
Net profit ratio	Profit after tax	Revenue from operations	(58.55)	(225.32)	-74%	Revenue from Operations Increased compare to FY 2021-22

Note 1
Reason for variation of more than 25%

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CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

GMR Infra Developers Ltd.

GMR Infra Developers Limited
CIN: U74999MH2017PLC291718
Notes forming part of financial statements for the year ended March 31, 2023

30 Capital management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.
The Company determines the amount of capital required on the basis of annual business plan coupled with long-term and short-term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations and sale of certain assets, long-term and short-term bank borrowings and issue of non-convertible / convertible debt securities and strategic partnership with investors.
For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference share, share premium and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is total debt divided by total capital plus total debt. The Company's policy is to keep the gearing ratio at an optimum level to ensure that the debt related covenant are complied with.

Amount in Lacs.

Particulars	March 31, 2023	March 31, 2022
Borrowings other than convertible preference shares	1,72,182.27	1,68,000.00
Total debt (i)	**1,72,182.27**	**1,68,000.00**
Capital components		
Equity share capital	5.00	5.00
Other equity	8,34,928.24	3,71,751.22
Non-controlling interests	-	-
Convertible preference shares (refer note 19)	-	-
Total Capital (ii)	**8,34,933.24**	**3,71,756.22**
Capital and borrowings (iii = i + ii)	**10,07,115.51**	**5,39,756.22**
Gearing ratio (%) (i / iii)	**17.10%**	**31.13%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no material breaches in the financial covenants of any interest-bearing loans and borrowings in the current period.

31 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies and include corresponding amendments to IND AS 107 and IND AS 34. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. Also there is corresponding amendment to IND AS 101. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

32 Additional disclosure pursuant to schedule III of Companies Act 2013

a The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

b The Company does not have any transactions/ balances with companies struck off under section 248 of Companies Act, 2013 to the best of knowledge of Company's management.

c The Company has not traded or invested funds in Crypto currency of Virtual currency.

d The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

e The Company has not received any fund from any person(s) or entity(ies), including foreign entities(Funding Party) with the understating (whether recorded in writing or otherwise) that the Company shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

GMR Infra Developers Ltd.

f The Company has used borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

g The Company has not declared wilful defaulter by any bank of financial institution of other lender.

h The quarterly return/ statement of current assets filed by the Company with bank and financial institutions in relation to secured borrowings wherever applicable are in agreement with books of accounts.

i The Company does not have any such transaction which is not recorded in books of account that has been surrendered or disclosed as income during the year in the tax assessments (such as, search or survey or any other relevant provisions) under Income Tax Act, 1961

33 No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022

34 The Board of directors in its meeting held on March 19, 2023 had approved, a detailed Scheme of Merger of the GMR Airports Limited with the Company followed by Merger of the Company with the GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited). The Scheme is subject to the receipt of requisite approvals from, the Securities and Exchange Board of India ("SEBI"), through the stock exchanges, the Reserve Bank of India, the National Company Law Tribunal ("NCLT"), other statutory and regulatory authorities under applicable laws and respective shareholders and creditors. Subsequent to the financial year ended March 31, 2023, the Holding Company has filed the Scheme with stock exchanges for their approval.

35 **Segement Reporting**
The Company in only in one segment to be reported and hence, the reporting under the provisions of INDAS 108 does not arise.

36 Previous Year figures have been regrouped wherever necessary to confirm to the current year's classification.

For Chatterjee and Chatterjee
Chartered Accountants
ICAI Firm Registration No.001109C

CHATTERJEE & CHATTERJEE CHARTERED ACCOUNTANTS NEW DELHI

Amit Agrawal
Partner
Membership No.: 222359

Place : New Delhi
Date: May 27, 2023

For and on behalf of board of directors of
GMR Infra Developers Limited

M V Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN: 05201062

Place : New Delhi
Date: May 27, 2023

GMR Infra Developers Ltd.

CHATTERJEE & CHATTERJEE
Chartered Accountants

A-1, Commercial Centre,
Nimari Colony, Ashok Vihar,
New Delhi - 110052
Email: ca.ccnd@gmail.com

Independent Auditor's Review Report on Unaudited Financial Information of the Company for the period ended June 30, 2023

To The Board of Directors
GMR Infra Developers Limited

Introduction

1. We have reviewed the accompanying statement of unaudited financial information ('the Statement') of GMR Infra Developers Limited ('the Company') for the quarter and three months period ended June 30, 2023 prepared by the Company's management, pursuant to the requirements of SEBI circular no. CIR/CFD/CMD1/80/2019 dated 19 July 2019, solely to assist the Management of the GMR Airports Infrastructure Limited ('GIL') and its subsidiairies in the preparation of their consolidated financial results for the quarter and three months period ended June 30, 2023 pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. The Statement is the responsibility of the Company's Management and has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review of the Statement, which has been prepared by the management in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 (the 'Act'), SEBI Circular CIR/CFD/FAC/62/2016 dated 5 July 2016 (hereinafter referred to as 'the SEBI Circular'), and other accounting principles generally accepted in India.

Scope of Review

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, is not prepared, in all material respects, in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, the SEBI Circular(s), and other accounting principles generally accepted in India.

Restriction on distribution or use

4. The Statement has been prepared by the Company's Management solely to enable GMR Airports Infrastructure Limited (GIL) to prepare consolidated financial results for the quarter and three months period ended June 30, 2023 pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time and their auditors in their review of such consolidated financial results and therefore it may not be suitable for other purpose. This review report is solely for the aforementioned purpose, and accordingly should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this review report is shown or into whose hands it may come without our prior consent in writing.

For Chatterjee and Chatterjee
Chartered Accountants
Firm Registration No.: 001109C

GAURAV AGRAWAL
Digitally signed by GAURAV AGRAWAL
Date: 2023.08.10 18:33:51 +05'30'

Gaurav Agrawal
Partner
Membership No.: 403788

UDIN: 23403788BGWGZX6331

Place: New Delhi
Date : August 10, 2023

GMR Infra Developers Limited
CIN: U74999HR2017PLC113214
Balance Sheet as at June 30, 2023

Amount in Lacs.

Particulars	Notes	June 30, 2023	March 31, 2023
1. ASSETS			
Non current assets			
Financial Assets			
Investments	3	11,46,609.44	11,18,003.73
Loans	4	46,210.42	46,210.42
Non-current tax asset (net)	6	82.56	57.92
2. Current assets			
Financial assets			
Investments	8	102.35	-
Trade receivables	9	288.20	537.20
Cash and cash equivalents	7	4.83	210.99
Loans	4	32.00	32.00
Other Financial Assets	5	8,691.24	7,744.89
Other current assets	10	140.21	37.91
TOTAL ASSETS (1+2)		**12,02,161.25**	**11,72,835.06**
EQUITY AND LIABILITIES			
1. Equity			
Equity share capital	11	5.00	5.00
Other equity	12	4,40,248.68	4,21,078.24
Instruments entirely equity in nature	12	4,13,850.00	4,13,850.00
Total Equity		**8,54,103.68**	**8,34,933.24**
2. NON CURRENT LIABILITIES			
Financial liabilities			
Borrowings	13	1,93,266.79	4,182.27
Other financial laibilities	15	3,246.35	41.17
Deferred tax liabilities (net)	16	1,51,171.95	1,44,626.97
3. CURRENT LIABILITIES			
Financial liabilities			
Borrowings	13	-	1,68,000.00
Trade payables	14		
(a) total outstanding dues of micro and small enterprises		-	-
(b) total outstanding dues of other then micro and small enterprises		237.72	401.92
Other financial laibilities	15	-	20,519.45
Provisions	17	128.34	129.16
Other current liabilities	18	6.42	0.88
Total Liabilities (1+2)		**3,48,057.57**	**3,37,901.82**
TOTAL EQUITY AND LIABILITIES (1+2+3)		**12,02,161.25**	**11,72,835.06**

Corporate information and Significant accounting policies 1 & 2

The accompanying notes are an integral part of Standalone Financial Statements.
This is the balance sheet referred to in our report of even date.

As per our report of even date attached

For Chatterjee and Chatterjee
Chartered Accountants
ICAI Firm Registration No.001109C
GAURAV AGRAWAL
Gaurav Agrawal
Partner
Membership No.: 403788

Place : New Delhi
Date: Aug 10, 2023

For and on behalf of board of directors of
GMR Infra Developers Limited

SURESH BAGRODIA

M V Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN: 05201062

Place : New Delhi
Date: Aug 10, 2023

GMR Infra Developers Limited

CIN: U74999HR2017PLC113214

Statement of profit and loss for the period ended June 30, 2023

Amount in Lacs.

Particulars	Notes	June 30, 2023	March 31, 2023
INCOME			
Revenue from operations	19	-	414.39
Other income	20	2.33	418.84
Total Income		**2.33**	**833.23**
EXPENSES			
Purchase of traded goods	21	-	402.32
Finance cost	22	2,875.32	24,669.67
Other expenses	23	17.30	9.54
Total Expenses		**2,892.62**	**25,081.53**
Profit / (Loss) before exceptional items and tax		(2,890.29)	(24,248.30)
Exceptional items		-	-
Loss before tax		**(2,890.29)**	**(24,248.30)**
(1) Current Tax		-	-
(2) Deferred tax		-	13.39
(3) Adjustments of tax relating to earlier periods		-	0.07
Tax expense/(Credit)		-	13.46
Loss for the year after tax		**(2,890.29)**	**(24,261.76)**
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss			
- Changes in fair value of equity investments at fair value through other comprehensive income (FVTOCI)		28,605.71	6,32,052.35
- Income tax effect of these items		(6,544.99)	(1,44,613.58)
Other comprehensive income for the period, net of tax		**22,060.72**	**4,87,438.77**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		**19,170.43**	**4,63,177.01**
Earnings per share			
Basic and diluted (in Rs.)		**(5,780.59)**	**(48,523.52)**

Corporate information and Significant accounting policies 1 & 2

The accompanying notes are an integral part of Standalone financial statements.

This is the statement of profit and loss referred to in our report of even date.

As per our report of even date attached

For Chatterjee and Chatterjee
Chartered Accountants
ICAI Firm Registration No.001109C

GAURAV AGRAWAL
Digitally signed by GAURAV AGRAWAL
Date: 2023.08.10 18:28:32 +05'30'

Gaurav Agrawal
Partner
Membership No.: 403788

Place : New Delhi
Date: Aug 10, 2023

For and on behalf of board of directors of
GMR Infra Developers Limited

SURESH BAGRODIA

M V Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN: 05201062

Place : New Delhi
Date: Aug 10, 2023

GMR Infra Developers Limited
CIN: U74999HR2017PLC113214
Statement of Changes in Equity for the period ended June 30, 2023

A. Equity Share Capital

(1) As at June 30, 2023

Amount in Lacs.

Opening Balance as at April 01, 2023	Changes in equity share capital during the period	Closing Balance as at June 30, 2023
5.00	-	5.00

(2) As at March 31, 2023

Amount in Lacs.

Opening Balance as at April 01, 2022	Changes in equity share capital during the year	Closing Balance as at March 31, 2023
5.00	-	5.00

B. Other equity

(1) As at June 30, 2023

Amount in Lacs.

Particulars		Reserves and surplus			
	Share Application pending allotment	Equity component of Compulsorily convertible debentures	Retained earnings	Fair valuation through other comprehensive income (FVTOCI)	Total equity
Balance as at 1st April, 2023	-	4,13,850.00	(1,46,467.86)	5,67,546.09	8,34,928.23
Profit for the period	-	-	(2,890.29)	-	(2,890.29)
Additions during the period	-	-	-	22,060.72	22,060.72
Balance as at June 30, 2023	-	**4,13,850.00**	**(1,49,358.15)**	**5,89,606.81**	**8,54,098.66**

(2) As at March 31, 2023

Amount in Lacs.

Particulars		Reserves and surplus			
	Share Application pending allotment	Equity component of Compulsorily convertible debentures	Retained earnings	Fair valuation through other comprehensive income (FVTOCI)	Total equity
Balance as at April 01, 2022	-	4,13,850.00	(1,22,206.10)	80,107.32	3,71,751.22
Profit for the year	-	-	(24,261.76)	-	(24,261.76)
Additions during the year	-	-	-	4,87,438.77	4,87,438.77
Balance as at March 31, 2023	-	**4,13,850.00**	**(1,46,467.86)**	**5,67,546.09**	**8,34,928.23**

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GMR Infra Developers Limited
CIN: U74999HR2017PLC113214
Notes forming part of financial statements for the Period ended June 30, 2023

1. Corporate information

GMR Infra Developers Limited ('GIDL' or 'the Company') is a Public unlisted Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company is wholly owned subsidiary of GMR Airports Infrastructure Limited(Formerly Known as GMR Infrastructure Limited). The Company has been incorporated with the objective of participation in various infrastructure related projects.

The registered office of the company is located at Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase- III, Gurugram- 122002, Haryana, India.

2. Significant accounting policies

1. Basis of preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

The standalone financial statements have been prepared on a historical cost basis except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) which have been measured at fair value.

The functional and presentation currency of the Company is Indian Rupee which is the currency of the primary economic environment in which the Company operates, and all values are rounded to nearest lac except when otherwise indicated.

Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle
b) Held primarily for the purpose of trading
c) Expected to be realised within twelve months after the reporting period, or
d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
All other assets are classified as non-current.

A liability is current when:
a) It is expected to be settled in normal operating cycle
b) It is held primarily for the purpose of trading
c) It is due to be settled within twelve months after the reporting period, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
All other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2. Property, plant & equipment

Freehold land will be carried at historical cost. All other items of property, plant and equipment will stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a seperate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

3. Provisions

Provisions are recognised when the Comapny has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

4. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

a. Debt instruments at amortised cost

b. Debt instruments at fair value through other comprehensive income (FVTOCI)

c. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

d. Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost: A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. For more information on receivables.

Debt instrument at FVTOCI: A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTOCI: A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL: FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the balance sheet) when:

a. The rights to receive cash flows from the asset have expired, or

b. The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

GMR Infra Developers Limited
CIN: U74999HR2017PLC113214
Notes forming part of financial statements for the Period ended June 30, 2023

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss : Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings : This is the category most relevant to the company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Financial guarantee contracts: Financial guarantee contracts issued by the comapny are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Reclassification of financial assets

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments
The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

5. Cash and cash equivalents
Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.
For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

6. Revenue recognition
Revenue from operations
The Company recognises revenue from contracts with customers Reve it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied over time when the transfer of control of asset (good or service) to a customer is done over time and in other cases, performance obligation is satisfied at a point in time. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring good or service to a customer excluding amounts collected on behalf of a third party. Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance. Payment terms agreed with a customer are as per business practice and there is no financing component involved in the transaction price.

Interest income
Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

7. Taxes on income
Current income tax
Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
Deferred tax liabilities are recognised for all taxable temporary differences, except:
a) When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
b) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

a) When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

b) In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

8. Corporate social responsibility ('CSR') expenditure

There in no CSR expenditure during the year.

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GMR Infra Developers Limited
CIN: U74999HR2017PLC113214
Notes forming part of financial statements for the period ended June 30, 2023

Amount in Lacs.

3

Investments (Non-Current)	June 30, 2023	March 31, 2023
Investments at amortised Cost GMR INFRA SERVICES PRIVATE LIMITED 50,000 (March 31, 2023: 50,000) equity shares of Rs. 10 each	5.00	5.00
GMR INFRA SERVICES PRIVATE LIMITED 4,20,00,000 (March 31, 2023: 4,20,00,000 Redeemable Preference shares of Rs. 10 each)	4,200.00	4,200.00
Investments Carried at fair value through Other Comprehensive Income GMR AIRPORTS LIMITED 29,54,00,588 (March 31, 2023: 29,54,00,588 No's equity Shares)	11,41,909.36	11,13,303.65
GMR AIRPORTS LIMITED 14,39,230 (March 31, 2023 : 14,39,230 No's CCPS A) 2,69,249 (March 31, 2023 : 2,69,249 No's CCPS B) 2,24,375 (March 31, 2023 : 2,24,375 No's CCPS C) 4,03,874 (March 31, 2023 : 4,03,874 No's CCPS D)	495.08	495.08
Total	**11,46,609.44**	**11,18,003.73**

Aggregate book value of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate value of unquoted investments	**11,46,609.44**	**11,18,003.73**

Amount in Lacs.

4

Loans (Non-Current)	June 30, 2023	March 31, 2023
Loans and advances - Related Parties	46,210.42	46,210.42
Total	**46,210.42**	**46,210.42**
Loans (Current)	**June 30, 2023**	**March 31, 2023**
Loans and advances - Related Parties	32.00	32.00
Total	**32.00**	**32.00**

5

Other financial assets (Non-Current)	June 30, 2023	March 31, 2023
Interest accrued - Related Parties	-	-
Other Receivables	-	-
Total	-	-
Other financial assets (Current)	**June 30, 2023**	**March 31, 2023**
Interest accrued - Related Parties	8,567.72	7,621.37
Other Receivables	123.52	123.52
Total	**8,691.24**	**7,744.89**

Amount in Lacs.

6

Non-current tax assets (net)	June 30, 2023	March 31, 2023
Advance Income Tax (Net of Provision)	82.56	57.92
Total	**82.56**	**57.92**

GMR Infra Developers Limited
CIN: U74999HR2017PLC113214
Notes forming part of financial statements for the period ended June 30, 2023

Amount in Lacs.

7

Cash and cash equivalents	**June 30, 2023**	**March 31, 2023**
Balances with banks		
– In current accounts	4.83	210.99
Total	**4.83**	**210.99**

Amount in Lacs.

8

Investments (Current)	**June 30, 2023**	**March 31, 2023**
Investments carried at fair value value through statement of profit & loss		
Mutual Fund Investments	102.35	-
Total	**102.35**	-

Notes:
1.Aggregate carrying amount of Current unquoted investments - Rs. 102.35 Lacs. (March 31, 2023 : NIL)

Amount in Lacs.

9

Trade Receivables	**June 30, 2023**	**March 31, 2023**
Trade Receivables - Related Parties (Considered good)	288.20	537.20
Total	**288.20**	**537.20**

Amount in Lacs.

10

Other current assets	**June 30, 2023**	**March 31, 2023**
Balance with government authorities	40.21	37.91
Advance Suppliers	100.00	-
Total	**140.21**	**37.91**

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GMR Infra Developers Limited
CIN: U74999HR2017PLC113214
Notes forming part of financial statements for the period ended June 30, 2023

Amount in Lacs.

11

Equity Share capital	June 30, 2023		March 31, 2023	
	Equity shares		Equity shares	
Authorized shares	Number	Amount in Lacs.	Number	Amount in Lacs.
Outstanding at the beginning of the year	50,000	5.00	50,000	5.00
50,000 (March 31, 2023: 50,000) Equity Shares of Rs.10 each	-	-	-	-
Increase during the period	-	-	-	-
Outstanding at the period end	**50,000**	**5.00**	**50,000**	**5.00**

Issued, subscribed and fully paid-up shares	June 30, 2023		March 31, 2023	
	Equity shares		Equity shares	
	Number	Amount in Lacs.	Number	Amount in Lacs.
Outstanding at the beginning of the year	50,000	5.00	50,000	5.00
Add: Issued during the period/year	-	-	-	-
Less: forfeited during the period/year	-	-	-	-
Outstanding at the period end	**50,000**	**5.00**	**50,000**	**5.00**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Amount in Lacs.

Equity Shares	June 30, 2023		March 31, 2023	
	No of Shares	Amount in Lacs.	No of Shares	Amount in Lacs.
At the beginning of the reporting period	50,000	5.00	50,000	5.00
Issued during the reporting period	-	-	-	-
Outstanding at the end of the period	**50,000**	**5.00**	**50,000**	**5.00**

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity is entitled to one vote per share.
The Company declares and pays dividends in Indian Rupees.

In the event of liquidation of the Company the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Shares held by Promoters

As at June 30, 2023

Sl. No.	Name of Promoter	No. of Shares at beginning of period	Change during the period	No. of Shares at the end of the period	% of Total Shares	% during the period
	GMR Airports Infrastructure Limited (Formerly Known as GMR Infrastructure Limited)	50,000	-	50,000	-	-
Total		50,000	-	**50,000**	-	-

As at March 31, 2023

Sl. No.	Name of Promoter	No. of Shares at beginning of Year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% during the year
	GMR Airports Infrastructure Limited (Formerly Known as GMR Infrastructure Limited)	50,000	-	50,000	-	-
Total		50,000	-	50,000	-	-

(c) Details of shareholders holding more than 5% shares in the company

Amount in Lacs.

Equity Shares	June 30, 2023		March 31, 2023	
	No of Shares	Amount in Lacs.	No of Shares	Amount in Lacs.
GMR Airports Infrastructure Limited(Formerly Known as GMR Infrastructure Limited)	49,994	5.00	49,994	5.00

GMR Infra Developers Limited
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Notes forming part of financial statements for the period ended June 30, 2023

Amount in Lacs.

12 Other equity	June 30, 2023	March 31, 2023
A. Compulsory Convertible Debentures		
Balance at the beginning of the period	4,13,850.00	4,13,850.00
Add: Movement during the period/year	-	-
Closing Balance	**4,13,850.00**	**4,13,850.00**
B. Surplus /(deficit) in the statement of profit and loss		
Balance at the beginning of the year	(1,46,467.86)	(1,22,206.10)
Add: Profit/(Loss) for the period/year	(2,890.29)	(24,261.76)
Closing Balance	**(1,49,358.15)**	**(1,46,467.86)**
C. Fair valuation through other comprehensive income (FVTOCI)		
Balance at the beginning of the year	5,67,546.10	80,107.32
Add: Movement during the period/year	22,060.72	4,87,438.78
Closing Balance	5,89,606.82	5,67,546.10
Total Other Equity	8,54,098.67	8,34,928.24

Amount in Lacs.

13	Non Current		Current	
Borrowings	**June 30, 2023**	**March 31, 2023**	**June 30, 2023**	**March 31, 2023**
Debentures	-	-	-	1,68,000.00
Loan from Group Companies *	1,93,266.79	4,182.27	-	-
Total	**1,93,266.79**	**4,182.27**	-	**1,68,000.00**

During FY 23-24, the Company has redeemed, unlisted, redeemable non-convertible debentures 10,000 numbers each in Tranch B having face value of Rs 10 lac each amounting to Rs 1,000 crs and also redeemed unlisted, redeemable, non-convertible debentures 680 numbers having face value of Rs 1 cr each amounting to Rs 680 crs. The debenture trustee has issued certificate of no dues on April 11, 2023 and April 21, 2023 aggregating to Rs 1,680 crs towards full and final settlement, satisfaction and discharge of all the Debt and other obligations under the debeture trust deed.

*The Company availed loan from GMR Airports Infrastructure Limited at an interest rate of 7.25 % for 6 Years. Rs 193266.79 lacs (Mar 23 - Rs 4182.27 lacs)

Amount in Lacs.

14	Non Current		Current	
Trade Payable	**June 30, 2023**	**March 31, 2023**	**June 30, 2023**	**March 31, 2023**
Trade Payable- MSME	-	-	-	-
Trade Payable- Other than MSME	-	-	237.72	401.92
Total	-	-	**237.72**	**401.92**

Amount in Lacs.

15	Non Current		Current	
Other financial liabilities	**June 30, 2023**	**March 31, 2023**	**June 30, 2023**	**March 31, 2023**
Non Trade Payable	-	-	-	-
Interest accrued but not due on borrowings				
- Related parties	3,246.35	41.17	-	-
- Others	-	-	-	20,519.45
Total	**3,246.35**	**41.17**	-	**20,519.45**

GMR Infra Developers Limited
CIN: U74999HR2017PLC113214
Notes forming part of financial statements for the period ended June 30, 2023

16 **Deferred Tax Liabilities**

Amount in Lacs.

a) Deferred Tax	June 30, 2023	March 31, 2023
Deferred Tax Liabilities		
Plant properties and equipment, Investment properties and Intangible assets		
Fair valuation gain (net) on equity instruments	1,51,171.95	1,44,626.97
Gross deferred tax liabilities	**1,51,171.95**	**1,44,626.97**
Deferred Tax Assest		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes in subsequent years	-	-
Gross deferred tax assets	-	-
Net deferred tax liabilities	**1,51,171.95**	**1,44,626.97**

Current

17	**Provisions**	June 30, 2023	March 31, 2023
	Provision for Expenses	128.34	129.16
	Total	**128.34**	**129.16**

Amount in Lacs.

18	**Other current liabilities**	June 30, 2023	March 31, 2023
	Statutory dues payable	6.42	0.88
	Expenses Payable	-	0.00
	Total	**6.42**	**0.88**

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GMR Infra Developers Limited
CIN: U74999HR2017PLC113214
Notes forming part of financial statements for the period ended June 30, 2023

Amount in Lacs.

19	Revenue from Operations	June 30, 2023	March 31, 2023
	Sale of Material	-	414.39
	Sale of Services	-	-
	Total	-	**414.39**

Amount in Lacs.

20	Other Income	June 30, 2023	March 31, 2023
	Interest Income on		
	Inter corporate loans and deposits	0.98	345.23
	Income tax Refund	-	8.58
	Net gain on financial instrument measured at fair value through profit & loss	-	58.51
	Notional income on fair valuation of mutual fund	1.33	-
	Provision no Longer required	-	2.37
	Gain on disposal of investments (net)	0.02	4.15
	Total	**2.33**	**418.84**

Amount in Lacs.

21	Purchase of traded goods	June 30, 2023	March 31, 2023
	Purchase of Trading Goods	-	402.32
	Total	-	**402.32**

Amount in Lacs.

22	Finance Cost	June 30, 2023	March 31, 2023
	Interest on debts and borrowings (net)*	738.94	24,660.20
	Interest on intercompany debt and borrowings (net)#	2,136.37	7.46
	Interest Others	0.01	0.01
	Other borrowing cost	-	2.00
	Total	**2,875.32**	**24,669.67**

 # In FY 2023-24, Interest cost is net of interest income of **Rs 1,072.02 Lacs** from GMR Airports Infrastructure Limited(Formerly Known as GMR Infrastructure Limited) & GMR Power and Urban Infra Limited, since the loan taken is back to back transaction with the company.

*** In FY 2022-23**, Interest cost is net of interest income of **Rs 14,383.33 Lacs** from GMR Airports Infrastructure Limited(Formerly Known as GMR Infrastructure Limited) & GMR Power and Urban Infra Limited, since the loan taken is back to back transaction with the company.

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GMR Infra Developers Limited
CIN: U74999HR2017PLC113214
Notes forming part of financial statements for the period ended June 30, 2023

Amount in Lacs.

23 Other expenses	June 30, 2023	March 31, 2023
Legal and consultancy expenses	16.26	5.85
Remuneration to auditors (Refer below Note A)	0.24	2.08
Rates & Taxes	0.80	1.09
Advertisements	-	0.50
Bank charges	0.00	0.02
Total	**17.30**	**9.54**

A. # Remuneration to auditors

Amount in Lacs

As auditor:	June 30, 2023	March 31, 2023
Statutory Audit Fee	0.20	1.51
Tax Audit Fee	0.04	0.16
In other capacity:		
Other services (certification fees)	-	0.29
Reimbursements	-	0.12
Total	**0.24**	**2.08**

The accompanying notes are an integral part of Standalone financial statements.
This is the statement of profit and loss referred to in our report of even date.

As per our report of even date attached

For Chatterjee and Chatterjee
Chartered Accountants
ICAI Firm Registration No.001109C

GAURAV AGRAWAL Digitally signed by GAURAV AGRAWAL Date: 2023.08.10 18:28:59 +05'30'

Gaurav Agrawal
Partner
Membership No.: 403788

Place : New Delhi
Date: Aug 10, 2023

For and on behalf of board of directors of
GMR Infra Developers Limited

MADDULA VENKATA SRINIVAS

M V Srinivas
Director
DIN: 02477894

SURESH BAGRODIA

Suresh Bagrodia
Director
DIN: 05201062

Place : New Delhi
Date: Aug 10, 2023

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Independent Auditor's Report

To the Members of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) ('the Company'), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

<table>
<tr><th>Key audit matter</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">1. Fair value measurement of investments in equity and preference shares of subsidiaries (refer note 2.2(m) for the accounting policy and note 5 for disclosures of the accompanying standalone financial statements)</td></tr>
<tr><td>As at 31 March 2023, the Company has investments in unquoted equity shares and preference shares of its subsidiaries amounting to INR 26,956.45 crores which are carried at fair value,

The fair value of such unquoted investments is determined by applying valuation techniques which has been performed by independent valuation experts, applying applicable valuation methodologies.

The determination of fair values involves significant management assumptions, judgements and estimates which include unobservable inputs such as future cash flows and judgments with respect to estimation of passenger traffic Air traffic movement and rates, future outcomes of ongoing litigations as detailed in note 5(3)(b) of the accompanying standalone financial statements.

The valuation of these investments was considered to be the area which required significant auditor attention and was of most significance in the audit of standalone financial statements due to the materiality of these investments to the standalone financial statements and complexities and subjectivity involved in the estimates and underlying key assumptions used in the valuation models for these investments. Hence, we have determined this as a key audit matter for current year audit.

In addition to above, following disclosure made in the accompanying financial statements has been considered as fundamental to the users' understanding of such financial statements:

Note 5(3)(a) in relation to increase in the carrying value of investments in the subsidiaries. Further, Note 5(3)(b) in relation to carrying value of investments in the subsidiaries as mentioned in the aforesaid note, which are dependent on the uncertainties relating to the future outcome of the ongoing matters as further described in the aforesaid note.</td><td>Our audit procedures to assess the reasonableness of fair valuation of equity investments included the following:

• Obtained an understanding of management's processes and controls for determining the fair value and provision and tested the design and operating effectiveness of such controls;

• Carried out assessment of forecasts of future cash flows prepared by the management, evaluating the assumptions and estimates used in such forecasts including economic and financial data;

• Evaluated the Company's valuation methodology in determining the fair value of the investment. In making this assessment, we also assessed the professional competence, objectivity and capabilities of the valuation expert engaged by the management;

• Engaged auditor's valuation experts to ascertain the appropriateness of the valuation methodology including the allocation made to different investments and the concluded fair value;

• Ensured the appropriateness of the carrying value of these investments in the financial statements and the gain or loss recognised in the financial statements as a result of such fair valuation;

• Obtained appropriate management representations with respect to the underlying valuation report.

• Assessed the appropriateness and adequacy of related disclosures in the standalone financial statements in accordance with the applicable accounting standards.</td></tr>
</table>

Information other than the Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

9. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

17. Further to our comments in Annexure I , as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) The standalone financial statements dealt with by this report are in agreement with the books of account;

d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

e) *The matters described in Emphasis of Matter reported in Sr.no 1 of the Key audit matters sections in* paragraph 5 above, in our opinion, may have an adverse effect on the functioning of the Company;

f) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure II wherein we have expressed an unmodified opinion; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company, as detailed in note 34(I) to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2023;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023;

   iv.
      a. The management has represented that, to the best of its knowledge and belief, as disclosed in *note* 42(iv) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person or entity, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

      b. The management has represented that, to the best of its knowledge and belief, other than as *disclosed in note 42(v) to the standalone financial statements, no funds have been received* by the Company from any person or entity, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the *management* representations under sub-clauses (a) and (b) above contain any *material* misstatement.

   v. The Company has not declared or paid any dividend during the year ended 31 March 2023.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as *amended) is not applicable for the current financial year.*

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Danish Ahmed

Danish Ahmed
Partner
Membership No.: 522144

WALKER CHANDIOK & CO.LLP * CHARTERED ACCOUNTANTS *

UDIN: 23522144BGZHNH7738

Place: New Delhi
Date: 27 May 2023

Annexure I referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of all the immovable properties held by the Company disclosed in note 3 to the standalone financial statements are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The Company has not been sanctioned working capital limits in excess of five crore rupees by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) (a) The Company has not provided advances in the nature of loans or security to Subsidiaries/Joint Ventures/Associates/Others during the year. Further, the Company has provided loans and guarantees, to Subsidiaries / Joint Ventures / Associates / Others during the year. The details of the same are given below: (also refer note 34(I) of the accompanying standalone financial statements)

Particulars	Guarantees (₹ in crore)	Loans (₹ in crore)
Aggregate amount provided/granted during the year:		
- Subsidiaries	-	160.70
- Others	-	498.08
Balance outstanding as at balance sheet date:		
- Subsidiaries	137.42	165.15
- Others	3,828.79	713.38

(b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided, security given and terms and conditions of the grant of all loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company. However, the Company has not provided any advances in the nature of loans during the year.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular. However, the Company does not have any outstanding advances in the nature of loans at the beginning of the current year nor has granted any advances in the nature of loans during the year.

Annexure I referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023 (cont'd)

(d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies, firms, LLPs or other parties.

(e) The Company has granted loan which had fallen due during the year and such loan was extended during the year. The details of the same has been given below:

Name of the party	Aggregate amount of loans granted during the year	Aggregate overdue amount settled by extension to same parties	Nature of extension (i.e. renewed/ extended/fresh lo an provided)	Percentage of the aggregate to the total loans granted during the year
RAXA Security Services Limited	658.78	26.89	Extended	4.08%

(f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii)(a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in crore)	Amount paid under Protest (₹ in crore)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	188.38	-	Assessment year 2008-09 and 2010 - 11 to 2013-14	High court in Bengaluru, Karnataka
Income Tax Act, 1961	Income Tax	96.36	25.13	Assessment year 2014 - 15 to 2016-17	Commissioner of Income (A), Bengaluru

Annexure I referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023 (cont'd)

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings to any lender or in the payment of interest thereon, except for the below:

Nature of borrowing, including debt securities	Name of lender	Amount not paid on due date (₹ in crore)	Whether principal or interest	No. of days delay or unpaid till the date of audit report
Foreign Currency Convertible Bonds	Kuwait Investment Authority	72.36	Interest	168-533

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.

(e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, except for the following:

Nature of fund taken	Name of lender	Amount involved (Rs. In crores)	Name of the subsidiary, joint venture, associate	Relation	Nature of transaction for which funds were utilized
Foreign currency convertible Bonds	AÉROPORTS DE PARIS S.A.	76.73	RAXA Security Services Ltd	Subsidiary	Repayment of existing debt.
		130.18	GMR Generation Assets Limited	Fellow-Subsidiary	
		308.63	GMR Highways Limited	Fellow-Subsidiary	
		2.27	GMR Corporate Affairs Limited	Subsidiary	
		2.50	GMR Energy Trading Limited	Fellow-Subsidiary	

Annexure I referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023 (cont'd)

		1.57	GMR SEZ Port Holdings Private Limited	Fellow-Subsidiary	
		41.82	GMR Infra Developers Limited	Subsidiary	

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv)(a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and nature of its business.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

Annexure I referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023 (cont'd)

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a),(b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) has 2 CICs as part of the Group.

(xvii) The Company has incurred cash losses in the current financial year and in the immediately preceding financial years amounting to Rs. 92.57 crores and Rs. 176.05 crores respectively.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us, the Company has met the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, however, in the absence of average net profits in the immediately three preceding years, there is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Danish Ahmed

Danish Ahmed
Partner
Membership No.: 522144

UDIN: 23522144BGZHNH7738

Place: New Delhi
Date: 27 May 2023

CHANDIOK & CO. LLP * WALKER CHANDIOK & CO. LLP

Annexure II to the Independent Auditor's Report of even date to the members of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023

Annexure II

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of GMR Airports Infrastructure Limited ('the Company') as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to

Annexure II to the Independent Auditor's Report of even date to the members of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023 (cont'd)

permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Danish Ahmed
Partner
Membership No.: 522144

UDIN: 23522144BGZHNH7738

Place: New Delhi
Date: 27 May 2023

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Standalone Balance Sheet as at March 31, 2023

(Rs. in crore)

Particulars	Notes	March 31, 2023	March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	1.37	0.95
Intangible assets	4	-	0.02
Financial assets			
Investments	5	26,956.45	12,613.61
Loans	6	864.00	99.43
Other financial assets	7	-	5.00
Income tax assets (net)	8	4.72	59.34
Other non-current assets	9	1.24	1.25
		27,827.78	**12,779.60**
Current assets			
Financial assets			
Trade receivables	10	21.89	25.18
Cash and cash equivalents	11(a)	2,457.36	15.37
Bank balances other than cash and cash equivalents	11(b)	5.01	-
Loans	6	-	111.15
Other financial assets	7	103.29	115.51
Other current assets	9	17.28	36.80
		2,604.83	**304.01**
Total assets		**30,432.61**	**13,083.61**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	603.59	603.59
Other equity	13	21,319.32	9,788.24
Total equity		**21,922.91**	**10,391.83**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	14	2,778.31	619.87
Other financial liabilities	15	132.64	255.75
Provisions	16	0.99	0.77
Deferred tax liabilities (net)	17	5,055.19	1,503.51
		7,967.13	**2,379.90**
Current liabilities			
Financial liabilities			
Borrowings	14	181.20	140.00
Trade payables	18		
(a) Total outstanding dues of micro enterprises and small enterprises		0.34	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		15.94	18.40
Other financial liabilities	15	320.04	127.89
Other current liabilities	19	25.02	25.56
Provisions	16	0.03	0.03
		542.57	**311.88**
Total liabilities		**8,509.70**	**2,691.78**
Total equity and liabilities		**30,432.61**	**13,083.61**
Summary of significant accounting policies	2.2		

The accompanying notes are an integral part of the standalone financial statements

This is the standalone balance sheet referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Danish Ahmed

Danish Ahmed
Partner
Membership number: 522144

WALKER CHANDIOK & CO LLP

Place: New Delhi
Date: May 27, 2023

For and on behalf of the Board of Directors

G. M. Rao
Chairman
DIN: 00574243
Place: Dubai

Grandhi Kiran Kumar
Managing Director and Chief Executive Officer
DIN: 00061669
Place: Dubai

Saurabh Chawla
Chief Financial Officer
Place: Washington, D.C.

Venkat Ramana Tangirala
Company Secretary
Membership Number: A13979
Place: New Delhi

Date: May 27, 2023

GMR AIRPORTS INFRASTRUCTURE LIMITED

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Standalone Statement of Profit and Loss for the year ended March 31, 2023

(Rs. in crore)

Particulars	Notes	March 31, 2023	March 31, 2022
Continuing operations			
Income			
Revenue from operations	20	101.94	39.06
Other income	21	24.15	1.00
Total income		**126.09**	**40.06**
Expenses			
Purchase of traded goods	22	0.66	19.85
Employee benefits expense	23	31.48	1.23
Finance costs	24	116.30	78.98
Depreciation and amortisation expense	25	0.35	0.91
Other expenses	26	88.30	22.89
Total expenses		**237.09**	**123.86**
Loss before exceptional items and tax from continuing operations		**(111.00)**	**(83.80)**
Exceptional items	27	120.57	(16.79)
Profit/ (loss) before tax from continuing operations		**9.57**	**(100.59)**
Tax expense:	29		
Deferred tax		-	58.72
Total tax expenses		**-**	**58.72**
Profit/ (loss) for the year from continuing operations		**9.57**	**(159.31)**
Discontinued operations			
Loss before tax from discontinued operations		-	(150.47)
Tax expense of discontinued operations		-	-
Loss from discontinued operations after tax		**-**	**(150.47)**
Profit/ (loss) for the year		**9.57**	**(309.78)**
Other comprehensive income			
In respect of continuing operations			
Items that will not be reclassified to profit or loss			
Remeasurement loss of defined benefit plans		(0.20)	(0.17)
Changes in fair value of equity investments at fair value through other comprehensive income ('FVTOCI')		14,446.42	1,570.39
Income tax effect of these items		(3,390.47)	(398.61)
In respect of discontinued operations			
Items that will not be reclassified to profit or loss			
Remeasurement loss of defined benefit plans		-	(0.45)
Changes in fair value of equity investments at fair value through other comprehensive income ('FVTOCI')		-	1,389.98
Income tax effect of these items		-	(829.85)
Total other comprehensive income for the year, net of tax		**11,055.75**	**1,731.29**
Total comprehensive income attributable to continuing operations		11,065.32	1,012.30
Total comprehensive income attributable to discontinued operations		-	409.21
Total comprehensive income for the year		**11,065.32**	**1,421.51**
Earnings per equity share (in Re.)	28		
Basic and diluted from continuing operations (per equity share of Re. 1 each)		0.02	(0.26)
Basic and diluted from discontinued operations (per equity share of Re. 1 each)		-	(0.25)
Basic and diluted from continuing and discontinued operations (per equity share of Re. 1 each)		0.02	(0.51)
Summary of significant accounting policies	2.2		

The accompanying notes are an integral part of the standalone financial statements

This is the standalone statement of profit and loss referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Danish Ahmed
Partner
Membership number: 522144

Place: New Delhi
Date: May 27, 2023

For and on behalf of the Board of Directors

G. M. Rao
Chairman
DIN: 00574243
Place: Dubai

Grandhi Kiran Kumar
Managing Director and Chief Executive Officer
DIN: 00061669
Place: Dubai

Saurabh Chawla
Chief Financial Officer
Place: Washington, D.C.

Venkat Ramana Tangirala
Company Secretary
Membership Number: A13979
Place: New Delhi

Date: May 27, 2023

WALKER CHANDIOK & CO LLP

GMR AIRPORTS INFRASTRUCTURE LIMITED

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Standalone Statement of Change in Equity for the year ended March 31, 2023

a. Equity share capital:

(Rs. in crore)

Particulars	Balance as at April 01, 2021	Changes due to prior period errors	Restated balance as at April 01, 2021	Changes during the year	Balance as at March 31, 2022
Equity shares of Re. 1 each issued, subscribed and fully paid	603.59	-	603.59	-	603.59

Particulars	Balance as at April 01, 2022	Changes due to prior period errors	Restated balance as at April 01, 2022	Changes during the year	Balance as at March 31, 2023
Equity shares of Re. 1 each issued, subscribed and fully paid	603.59	-	603.59	-	603.59

b. Other equity:

(Rs. in crore)

Particulars	Equity component of related party loans (refer note 13)	Equity component of foreign currency convertible bond ('FCCB') (refer note 13)	Fair valuation through other comprehensive income ('FVTOCI') reserve (refer note 13)	Reserves and surplus					Total other equity
				General reserve (refer note 13)	Securities premium (refer note 13)	Capital reserve (refer note 13)	Retained earnings (refer note 13)	Foreign currency monetary translation reserve ('FCMTR') (refer note 13)	
For the year ended March 31, 2023									
As at April 01, 2022	-	-	6,037.65	174.56	-	141.75	3,454.49	(20.21)	9,788.24
Changes due to prior period errors	-	-	-	-	-	-	-	-	-
Restated balance as at April 01, 2022	-	-	6,037.65	174.56	-	141.75	3,454.49	(20.21)	9,788.24
Profit for the year	-	-	-	-	-	-	9.57	-	9.57
Other comprehensive income for the year	-	-	11,055.95	-	-	-	(0.20)	-	11,055.75
Total comprehensive income for the year	-	-	11,055.95	-	-	-	9.37	-	11,065.32
Exchange difference on FCCB recognised during the year	-	-	-	-	-	-	-	(15.89)	(15.89)
FCMTR amortisation during the year	-	-	-	-	-	-	-	2.30	2.30
Equity component recognised on FCCB (net of deferred tax) (refer note 14(2))	-	479.35	-	-	-	-	-	-	479.35
As at March 31, 2023	-	479.35	17,093.60	174.56	-	141.75	3,463.86	(33.80)	21,319.32
For the year ended March 31, 2022									
As at April 01, 2021	1.24	-	(3,143.07)	174.56	10,010.98	141.75	2,122.60	(173.82)	9,134.24
Changes due to prior period errors	-	-	-	-	-	-	-	-	-
Restated balance as at April 01, 2021	1.24	-	(3,143.07)	174.56	10,010.98	141.75	2,122.60	(173.82)	9,134.24
Loss for the year	-	-	-	-	-	-	(309.78)	-	(309.78)
Other comprehensive income for the year	-	-	1,731.91	-	-	-	(0.62)	-	1,731.29
Total comprehensive income for the year	-	-	1,731.91	-	-	-	(310.40)	-	1,421.51
Exchange difference on FCCB recognised during the year	-	-	-	-	-	-	-	(40.40)	(40.40)
FCMTR amortisation during the year	-	-	-	-	-	-	-	6.63	6.63
Transfer from fair valuation through other comprehensive income 'FVTOCI' reserve	-	-	(1,351.40)	-	-	-	1,674.97	-	323.57
Transfer on account of composite scheme of arrangement (refer note 39)	(1.24)	-	8,800.21	-	(10,010.98)	-	(32.68)	187.38	(1,057.31)
As at March 31, 2022	-	-	6,037.65	174.56	-	141.75	3,454.49	(20.21)	9,788.24

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Standalone Statement of Change in Equity for the year ended March 31, 2023

Summary of significant accounting policies 2.2

The accompanying notes are an integral part of the standalone financial statements

This is the standalone statement of changes in equity referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Danish Ahmed
Partner
Membership number: 522144

Place: New Delhi
Date: May 27, 2023

For and on behalf of the Board of Directors

G. M. Rao
Chairman
DIN: 00574243
Place: Dubai

Grandhi Kiran Kumar
Managing Director and Chief Executive Officer
DIN: 00061669
Place: Dubai

Saurabh Chawla
Chief Financial Officer
Place: Washington, D.C.

Venkat Ramana Tangirala
Company Secretary
Membership Number: A13979
Place: New Delhi

Date: May 27, 2023

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Standalone Statement of Cash Flows for the year ended March 31, 2023

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Cash flow from operating activities		
Profit/ (loss) before tax from continuing operations	9.57	(100.59)
Loss before tax from discontinued operations	-	(150.47)
	9.57	**(251.06)**
Adjustments for:		
Depreciation and amortisation expenses	0.35	14.17
Exceptional items	(120.57)	74.53
Loss on account of foreign exchange fluctuation (unrealised)	29.44	6.05
Gain on disposal of assets (net)	(0.21)	(0.08)
Reversal for upfront loss on long term construction cost	-	(12.86)
Profit on sale of current investments	(0.64)	(0.65)
Finance income (including finance income on finance asset measured at amortised cost)	(36.83)	(299.43)
Finance costs	116.30	529.37
Operating (loss)/ profit before working capital changes	**(2.59)**	**60.04**
Working capital adjustments:		
Change in inventories	-	(29.81)
Change in trade receivables	3.29	199.44
Change in other financial assets	28.29	(296.52)
Change in other assets	19.53	28.63
Change in trade payables	(2.12)	30.23
Change in other financial liabilities	31.50	15.98
Change in provisions	0.02	4.26
Change in other liabilities	(0.54)	(41.61)
Cash generated from/ (used in) operations	**77.38**	**(29.36)**
Income tax refund (net)	54.61	4.44
Net cash flow generated from/ (used in) operating activities	**131.99**	**(24.92)**
Cash flow from investing activities		
Purchase of property, plant and equipment	(0.76)	(0.40)
Proceeds from sale of property, plant and equipment	0.22	1.33
Purchase of non-current investments (including advances paid)	(15.00)	(0.23)
Proceeds from sale of current investments (net)	0.64	-
Movement in bank deposit (having original maturity of more than three month) (net)	-	(6.71)
Loans given to group companies	(568.89)	(1,825.33)
Loans repaid by group companies	144.69	1,954.28
Interest received	14.18	100.53
Net cash flow (used in)/ generated from investing activities	**(424.92)**	**223.47**
Cash flow from financing activities		
Proceeds from long term borrowings	2,931.77	940.98
Repayment of long term borrowings	(34.34)	(1,053.16)
(Repayment)/ proceed from short term borrowings (net)	(100.00)	278.77
Finance costs paid	(62.51)	(400.07)
Net cash flow generated from/ (used in) financing activities	**2,734.92**	**(233.48)**
Net increase/ (decrease) in cash and cash equivalents	2,441.99	(34.93)
Cash and cash equivalents at the beginning of the year	15.37	57.56
Cash and cash equivalents transferred pursuant to the Composite Scheme (refer note 39)	-	(7.26)
Cash and cash equivalents at the end of the year	**2,457.36**	**15.37**

WALKER CHANDIOK & CO. LLP * CHARTERED ACCOUNTANTS *

GMR AIRPORTS INFRASTRUCTURE LIMITED *

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Standalone Statement of Cash Flows for the year ended March 31, 2023

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Component of cash and cash equivalents		
Cash on hand	0.01	0.01
Balances with banks:		
– On current accounts	67.80	15.36
Deposits with original maturity of less than three months	2,389.55	-
	2,457.36	**15.37**

Summary of significant accounting policies 2.2

The accompanying notes are an integral part of the standalone financial statements

This is the standalone statement of cash flows referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm registration number: 001076N/ N500013

Danish Ahmed
Partner
Membership number: 522144

Place: New Delhi
Date: May 27, 2023

For and on behalf of the Board of Directors

G. M. Rao
Director
DIN: 00574243
Place: Dubai

Grandhi Kiran Kumar
Managing Director and Chief Executive Officer
DIN: 00061669
Place: Dubai

Saurabh Chawla
Chief Financial Officer
Place: Washington, D.C.

Venkat Ramana Tangirala
Company Secretary
Membership Number: A13979
Place: New Delhi

Date: May 27, 2023

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Notes to the standalone financial statements for the year ended March 31, 2023

1. Corporate information

GMR Airports Infrastructure Limited (formerly known as GMR Airports Limited) ('GIL' or 'the Company') is a public limited Company domiciled in India. The registered office of the Company is located at Naman Centre, Bandra Kurla Complex, Mumbai, India. Its equity shares are listed on National Stock Exchange and Bombay Stock Exchange in India. The Company carries its business in the following business segments:

a. Engineering Procurement Construction (EPC)
The Company is engaged in handling EPC solutions in the infrastructure sector. Also refer note 39.

b. Others
The Company's business also comprises of investment activity and corporate support to various infrastructure Special Purpose Vehicles (SPV).

Information on other related party relationships of the Company is provided in Note 33.

Other explanatory information to the standalone financial statement comprises of notes to the financial statements for the year ended March 31, 2023.

The standalone financial statements were approved by the Board of Directors and authorised for issue in accordance with a resolution of the Directors on May 26, 2023.

2. Significant accounting policies

The significant accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated below:

Recent accounting pronouncement issued but not made effective:

Ind AS 1 - Presentation of Financial Statements

The Ministry of Corporate Affairs ("MCA") vide notification dated March 31, 2023, has issued an amendment to Ind AS 1 which specifies that an entity to disclose their material accounting policies rather than their significant accounting policies and include corresponding amendments to IND AS 107 and IND AS 34 with effect from April 1, 2023

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The Ministry of Corporate Affairs ("MCA") vide notification dated March 31, 2023, has issued an amendment to Ind AS 8 which specifies that the definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates with effect from April 1, 2023.

GMR AIRPORTS INFRASTRUCTURE LIMITED

Ind AS 12 - Income Taxes

The Ministry of Corporate Affairs ("MCA") vide notification dated March 31, 2023 has issued an amendment to Ind AS 12 which narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. Also there is corresponding amendment to IND AS 101. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023.

The Company is in the process of evaluating the impact on financial statements.

2.1. Basis of Preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

The standalone financial statements have been prepared on a historical cost basis except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) which have been measured at fair value.

The functional and presentation currency of the Company is Indian Rupee ("Rs") which is the currency of the primary economic environment in which the Company operates, and all values are rounded to nearest crore except when otherwise indicated.

These standalone financial statements have been prepared by giving effect to the composite scheme of amalgamation and arrangement for amalgamation of GMR Power Infra Limited (GPIL) with the Company and demerger of Engineering Procurement and Construction (EPC) business and Urban Infrastructure Business of the Company (including Energy business) into GMR Power and Urban Infra Limited (GPUIL) ("Scheme") as approved by the Hon'ble National Company Law Tribunal, Mumbai bench ("the Tribunal") vide its order dated December 22, 2021 (formal order received on December 24, 2021). The said Tribunal order was filed to the Registrar of Companies by Company, GPIL and GPUIL on December 31, 2021, thereby making the Scheme effective. Accordingly, assets and liabilities of the EPC business and Urban Infrastructure business (including Energy business), as approved by the board of directors pursuant to the Scheme stand transferred and vested into GPUIL on April 1, 2021, being the Appointed date as per the Scheme.

The standalone financial statements of the Company do not have any impact of the Composite Scheme, however as per the applicable Ind AS, the EPC business and Urban Infrastructure Business (including Energy business) have been classified as Discontinued operations for the comparative purposes. Also refer note 39.

2.2. Summary of significant accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the standalone balance sheet based on current/ non-current classification. An asset is treated as current when it is:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle,
ii. Held primarily for the purpose of trading,
iii. Expected to be realised within twelve months after the reporting period, or

GMR AIRPORTS INFRASTRUCTURE LIMITED

iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months safter the reporting period.

All other assets are classified as non-current.

A liability is current when:

i. It is expected to be settled in normal operating cycle,
ii. It is held primarily for the purpose of trading,
iii. It is due to be settled within twelve months after the reporting period, or
iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Advance tax paid is classified as non-current assets.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Fair value measurement of financial instruments

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date using valuation techniques.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or
b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

GMR AIRPORTS INFRASTRUCTURE LIMITED ★

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

c. Revenue from contracts with customer

The Company recognises revenue from contracts with customers when it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied over time when the transfer of control of asset (good or service) to a customer is done over time and in other cases, performance obligation is satisfied at a point in time. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring good or service to a customer excluding amounts collected on behalf of a third party. Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance. Payment terms agreed with a customer are as per business practice and there is no financing component involved in the transaction price.

Costs to obtain a contract which are incurred regardless of whether the contract was obtained are charged-off in Profit & loss immediately in the period in which such costs are incurred. Incremental costs of obtaining a contract, if any, and costs incurred to fulfil a contract are amortised over the period of execution of the contract in proportion to the progress measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

Significant judgments are used in:

1. Determining the revenue to be recognised in case of performance obligation satisfied over a period of time; revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

2. Determining the expected losses, which are recognised in the period in which such losses become probable based on the expected total contract cost as at the reporting date.

GMR AIRPORTS INFRASTRUCTURE LIMITED ★

Revenue from operations

Revenue from operation is exclusive of goods and service tax (GST). Revenue includes adjustments made towards liquidated damages and variation wherever applicable. Escalation and other claims, which are not ascertainable/acknowledged by customers are not taken into account.

Revenue from construction/project related activity is recognised as follows:

1. **Cost plus contracts:** Revenue from cost plus contracts is recognized over time and is determined with reference to the extent performance obligations have been satisfied. The amount of transaction price allocated to the performance obligations satisfied represents the recoverable costs incurred during the period plus the margin as agreed with the customer.

2. **Fixed price contracts:** Contract revenue is recognised over time to the extent of performance obligation satisfied and control is transferred to the customer. Contract revenue is recognised at allocable transaction price which represents the cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs.

Impairment loss (termed as provision for foreseeable losses in the financial statements) is recognized in profit or loss to the extent the carrying amount of the contract asset exceeds the remaining amount of consideration that the Company expects to receive towards remaining performance obligations (after deducting the costs that relate directly to fulfil such remaining performance obligations). In addition, the Company recognises impairment loss (termed as provision for expected credit loss on contract assets in the financial statements) on account of credit risk in respect of a contract asset using expected credit loss model on similar basis as applicable to trade receivables.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognized as and when the performance obligation is satisfied.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (n) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

GMR AIRPORTS INFRASTRUCTURE LIMITED ★

Income from management/ technical services

Income from management/ technical services is recognised as per the terms of the agreement on the basis of services rendered.

Interest income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable except the interest income received from customers for delayed payments which are accounted on the basis of reasonable certainty / realisation.

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss. Interest income is included in other operating income in the statement of profit and loss.

Dividends

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

d. Taxes on income

Current income tax

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company's liability for current tax is calculated using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of the taxable profit and is accounted for using the balance sheet liability model. Deferred tax liabilities are generally recognised for all the taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that is probable that future taxable profits will be available against which the temporary differences can be utilised.

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Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax assets include Minimum Alternative Tax ('MAT') paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.
In the year in which the Company recognises MAT credit as an asset, it is created by way of credit to the statement of profit and loss shown as part of deferred tax asset. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

e. Property, plant and equipment

Freehold land is carried at historical cost and is not depreciated. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.
The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset.

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Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Category of asset*	Estimated useful life
Plant and equipment	4 – 15 years*
Office equipment's	5 years
Furniture and fixtures	10 years
Vehicles	8 – 10 years
Computers	3 years

Leasehold improvements are depreciated over the period of lease or estimated useful life, whichever is lower, on straight line basis.

* The Company, based on technical assessment made by the technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013.

Further, the management has estimated the useful lives of asset individually costing Rs 5,000 or less to be less than one year, whichever is lower than those indicated in Schedule II. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

f. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period with the effect of any change in the estimate being accounted for on a prospective basis. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.
Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

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A summary of the policies applied to the Company's intangible assets is, as follows:

Intangible assets	Useful lives	Amortisation method used	Internally generated or acquired
Computer software	Definite (6 years)	Straight-line basis	Acquired

g. Borrowing cost

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense calculated using the effective interest method. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the period in which they occur.

h. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease.

The Company as a lessee

The Company enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist. At lease commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset. The Company has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in

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relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

The Company as a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

i. Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.
Costs incurred that relate to future activities on the contract are recognised as "Contract work in progress".

Contract work in progress comprising construction costs and other directly attributable overheads is valued at lower of cost and net realisable value.

j. Impairment of non-financial assets

As at the end of each accounting year, the Company reviews the carrying amounts of its PPE, investment property, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any. Goodwill and the intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:
(i) in the case of an individual asset, at the higher of the fair value less costs of disposal and the value in use; and
(ii) in the case of a cash generating unit (a Company of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net fair value less costs of disposal and the value in use
(The amount of value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life. For this purpose, the discount rate (pre-tax) is determined based on the weighted average cost of capital of the company suitably adjusted for risks specified to the estimated cash flows of the asset).

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For this purpose, a cash generating unit is ascertained as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.
If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the statement of profit and loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

k. Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.
A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.
Provisions and contingent liability are reviewed at each balance sheet.

l. Retirement and other employee benefits

Retirement benefit in the form of provident fund, pension fund and superannuation fund are defined contribution schemes. The Company has no obligation, other than the contribution payable. The Company recognizes contribution payable to provident fund, pension fund and superannuation fund as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet reporting date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for

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services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Accumulated leave, which is expected to be utilized within the next twelve month, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve month, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end.

The Company presents the leave as a current liability in the standalone balance sheet, to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date.
The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method using actuarial valuation to be carried out at each balance sheet date.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the standalone balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:
a. The date of the plan amendment or curtailment, and
b. The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:
a. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
b. Net interest expense or income.

m. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction cost and where such values are different from the fair value, at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss. In case of interest free or concession loans/debentures/preference shares given to subsidiaries, associates and joint ventures, the excess of the actual

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amount of the loan over initial measure at fair value is accounted as an equity investment. On de-recognition of such financial instruments in its entirety, the difference between the carrying amount measured at the date of de-recognition and the consideration received is adjusted with equity component of the investments.

Pursuant to change in accounting policy as detailed above, the Company has made an irrevocable election to measure investments in equity instruments issued by subsidiaries, associates and joint ventures at Fair Value Through Other Comprehensive Income (FVTOCI). Amounts recognised in OCI are not subsequently reclassified to the statement of profit and loss. Refer note 5 and 35.

Investment in preference shares/ debentures of the subsidiaries are treated as equity instruments if the same are convertible into equity shares or are redeemable out of the proceeds of equity instruments issued for the purpose of redemption of such investments. Investment in preference shares/ debentures not meeting the aforesaid conditions are classified as debt instruments at amortised cost.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

(a) Financial assets

- **Measurement and Valuation**

1. Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2. Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

For financial assets maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

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- **Impairment of financial assets**

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through the statement of profit and loss.

The Company recognises impairment loss on trade receivables using expected credit loss model, which involves use of provision matrix constructed on the basis of historical credit loss experience as permitted under Ind AS 109 – Impairment loss on investments.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve month expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

- **De-recognition of financial assets**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the financial asset expire, or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.
If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the carrying amounts measured at the date of de-recognition and the consideration received is recognised in standalone statement of profit or loss.

For trade and other receivables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(b) Financial liabilities and equity instruments

- **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

- **Measurement and valuation**

1. **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

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2. Financial liabilities

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

- **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

- **Put option liability**

The potential cash payments related to put options issued by the Company over the equity of subsidiary companies to non-controlling interests are accounted for as financial liabilities when such options may only be settled other than by exchange of a fixed amount of cash or another financial asset for a fixed number of shares in the subsidiary. The financial liability for such put option is accounted for under Ind AS 109.

The amount that may become payable under the option on exercise is initially recognised at fair value under other financial liabilities with a corresponding debit to investments.
If the put option is exercised, the entity derecognises the financial liability by discharging the put obligation. In the event that the option expires unexercised, the liability is derecognised with a corresponding adjustment to investment.

- **De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(c) Off-setting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

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n. Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

o. Convertible preference shares/ debentures

Convertible preference shares/debentures are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible preference shares/debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for conversion right. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not re-measured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible preference shares/debentures based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

p. Cash and cash equivalents

Cash and cash equivalent in the standalone balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three month or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

q. Foreign currencies

In preparing the financial statements, transactions in the currencies other than the Company's functional currency are recorded at the rates of exchange prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in the foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items are measured in terms of historical cost in a foreign currency are not retranslated.
Exchange differences arising on translation of long term foreign currency monetary items recognised in the financial statements before the beginning of the first Ind AS financial reporting period in respect of which the Company has elected to recognise such exchange differences in equity or as part of cost of assets as allowed under Ind AS 101-"First time adoption of Indian Accounting Standard" are recognised directly in equity or added/ deducted to/ from the cost of assets as the case may be. Such exchange differences recognised in equity or as part of cost of assets is recognised in the statement of profit and loss on a systematic basis.

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Exchange differences arising on the retranslation or settlement of other monetary items are included in the statement of profit and loss for the period.

r. Corporate social responsibility ('CSR') expenditure

The Company charges its CSR expenditure during the period to the statement of profit and loss.

s. Interest in joint operations

In respect of its interests in joint operations, the Company recognises its share in assets, liabilities, income and expenses line-by-line in the standalone financial statements of the entity which is party to such joint arrangement. Interests in joint operations are included in the segments to which they relate.

t. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. Potential ordinary shares shall be treated as dilutive when, and only when, there conversion to ordinary share would decrease/ increase earning/ loss per share from continuing operations.

u. Exceptional items

An item of income or expense which due to its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in the financial statements.

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GMR AIRPORTS INFRASTRUCTURE LIMITED

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Notes to the standalone financial statements for the year ended March 31, 2023

(Rs. in crore)

3 Property, plant and equipment

Particulars	Freehold land	Leasehold land	Plant and equipment	Furniture and fittings	Computers	Office equipments	Vehicles	Total
Gross carrying amount								
As at April 01, 2021	0.33	0.34	210.34	3.00	1.31	0.27	4.95	220.54
Additions	-	-	0.22	0.01	0.16	0.02	-	0.41
Disposals	-	-	0.35	0.03	-	-	0.13	0.51
Transfer on account of composite scheme of arrangement (refer note 39)	0.25	-	209.97	2.49	0.52	-	2.20	215.43
As at March 31, 2022	0.08	0.34	0.24	0.49	0.95	0.29	2.62	5.01
Additions	-	-	-	-	0.24	0.52	-	0.76
Disposals	0.01	-	-	-	-	-	-	0.01
As at March 31, 2023	0.07	0.34	0.24	0.49	1.19	0.81	2.62	5.76
Accumulated depreciation								
As at April 01, 2021	-	0.34	88.74	2.11	1.30	0.25	3.92	96.66
Charge for the year	-	-	13.14	0.07	0.03	0.02	0.32	13.58
Disposals	-	-	0.26	0.03	-	-	0.13	0.42
Transfer on account of composite scheme of arrangement (refer note 39)	-	-	101.59	1.71	0.48	-	1.98	105.76
As at March 31, 2022	-	0.34	0.03	0.44	0.85	0.27	2.13	4.06
Charge for the year	-	-	0.01	0.02	0.16	0.03	0.11	0.33
As at March 31, 2023	-	0.34	0.04	0.46	1.01	0.30	2.24	4.39
Net carrying amount								
As at March 31, 2022	0.08	-	0.21	0.05	0.10	0.02	0.49	0.95
As at March 31, 2023	0.07	-	0.20	0.03	0.18	0.51	0.38	1.37

Note: Refer note 14 for information on property, plant and equipment pledged as security by the company

4 Intangible assets

Particulars	Other concession and operator rights	Computer software	Total
Gross carrying amount			
As at April 01, 2021	5.22	5.72	10.94
Disposals	-	3.89	3.89
Transfer on account of composite scheme of arrangement (refer note 39)	5.22	-	5.22
As at March 31, 2022	-	1.83	1.83
As at March 31, 2023	-	1.83	1.83
Accumulated amortisation			
As at April 01, 2021	1.87	4.19	6.06
Charge for the year	0.23	0.36	0.59
Disposals	-	2.74	2.74
Transfer on account of composite scheme of arrangement (refer note 39)	2.10	-	2.10
As at March 31, 2022	-	1.81	1.81
Charge for the year	-	0.02	0.02
As at March 31, 2023	-	1.83	1.83
Net carrying amount			
As at March 31, 2022	-	0.02	0.02
As at March 31, 2023	-	-	-

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GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Notes to the standalone financial statements for the year ended March 31, 2023

5 Investments

(Rs. in crore)

Particulars	Non-current	
	March 31, 2023	March 31, 2022
A. Investments measured at fair value through other comprehensive income ('FVTOCI') (fully paid up)		
Unquoted equity shares		
i. Subsidiary Companies		
- Domestic Companies		
GMR Hyderabad International Airport Limited ('GHIAL')[7] [1,000 (March 31, 2022: 1,000) equity shares of Rs. 10 each]	19.55	19.55
Delhi International Airport Limited ('DIAL')[7] [200 (March 31, 2022: 200) equity shares of Rs. 10 each]	5.72	5.72
GMR Airports Limited ('GAL')[1,4(ii)(a)] 422,000,837 (March 31, 2022: 422,000,837) equity shares Rs. 10 each]	15,904.34	6,840.03
GMR Corporate Affairs Limited ('GCAL') (formerly GMR Corporate Affairs Private Limited ('GCAPL')[1] [4,999,900 (March 31, 2022: 4,999,900) equity shares of Rs. 10 each]	-	-
GMR Infra Developers Limited ('GIDL')[1] [49,994 (March 31, 2022: 49,994) equity shares of Rs.10 each fully paid-up]	5,657.10	-
Raxa Security Services Limited ('RSSL')[1,4(ii)(b)] [36,438,940 (March 31, 2022: 36,438,940) equity shares of Rs. 10 each]	282.60	260.90
GMR Airport Developers Limited ('GADL')[5]	0.08	0.08
GMR Power and Urban Infra Limited ('GPUIL')[5]	13.49	242.71
	21,882.88	**7,368.99**
- Overseas companies		
GMR Airports International B.V. ('GAIBV')[4(ii)(c)] [30,500 (March 31, 2022: 30,500) equity share of USD 1 each]	0.23	0.23
	0.23	**0.23**
Total investment in equity shares	**21,883.11**	**7,369.22**
B. Investment in preference shares (fully paid up)		
i. Investment in preference shares (in the nature of equity) of subsidiary companies measured at fair value through other comprehensive income ('FVTOCI')		
GMR Airports Limited ('GAL')[2] 272,077,162 (March 31, 2022: 272,077,162) 0% non-cumulative compulsorily convertible non-cumulative preference shares ('Bonus CCPS Series A') of Rs. 10 each 50,532,525 (March 31, 2022: 50,532,525) 0% non-cumulative compulsorily convertible non-cumulative preference shares ('Bonus CCPS Series B') of Rs. 10 each 42,110,437 (March 31, 2022: 42,110,437) 0% non-cumulative compulsorily convertible non-cumulative preference shares ('Bonus CCPS Series C') of Rs. 10 each 75,798,787 (March 31, 2022: 75,798,787) 0% non-cumulative compulsorily convertible non-cumulative preference shares ('Bonus CCPS Series D') of Rs. 10 each	934.84	1,547.75
GMR Corporate Affairs Limited ('GCAL') (formerly GMR Corporate Affairs Private Limited ('GCAPL')[4(ii)(d)]	-	-
	934.84	**1,547.75**
ii. Investment in preference shares of subsidiary companies at amortised cost		
GMR Corporate Affairs Limited ('GCAL') (formerly GMR Corporate Affairs Private Limited ('GCAPL')[4(ii)(d)] [15,000,000 (March 31, 2022: 15,000,000) 8% non-cumulative redeemable preference shares of Rs. 10 each]	-	-
	-	-
Total investment in preference shares	**934.84**	**1,547.75**
C. Investment in debentures (fully paid up)		
i. Investment in debentures (in the nature of equity) measured at FVTOCI		
a. Subsidiary companies		
GMR Infra Developers Limited ('GIDL')[4(ii)(a)] [41,385 (March 31, 2022: 41,385) 0.001% unsecured compulsorily convertible debentures of Rs. 1,000,000 each]	4,138.50	3,696.64
GMR Corporate Affairs Limited ('GCAL') (formerly GMR Corporate Affairs Private Limited ('GCAPL')[4(i)(a)] [15,000,000 (March 31, 2022: Nil) 0.001% unsecured compulsorily convertible debentures of Rs. 10 each]	-	-
Total investment in debentures	**4,138.50**	**3,696.64**
Total investments (A+B+C)	**26,956.45**	**12,613.61**
Aggregate book and market value of quoted investments	-	-
Aggregate gross value of unquoted investments	26,956.45	12,613.61
Aggregate amount of impairment	-	-

1 Details of investments pledged at face value as security in respect of the loans availed by the Company and the investee Companies. Also refer note 14.

The following unquoted investments included above have been pledged as security in respect of the borrowings of the Company or the investee Companies:

(Rs. in crore)

Description	March 31, 2023	March 31, 2022
GAL [393,867,452 (March 31, 2022: 393,867,452) equity shares of Rs.10 each]	393.87	393.87
GIDL* [49,994 (March 31, 2022: 49,994) equity shares of Rs.10 each]	0.05	0.05
GCAL* [4,999,990 (March 31, 2022: 4,999,990) equity shares of Rs.10 each]	5.00	5.00
RSSL [36,438,940 (March 31, 2022: 36,438,940) equity shares of Rs.10 each]	3.64	3.64

* Subsequent to year ended March 31, 2023, pledge on these shares have been released

2 **Non-cumulative compulsorily convertible preference shares**

a) During the year ended March 31, 2020 GAL had issued 273,516,392 (197,743,603 to the Company) non-cumulative compulsorily convertible preference shares ('Bonus CCPS Series A') each having a face value of Rs. 10 each, for an aggregate face value of Rs. 273.52 crore as per the terms of Shareholders' Agreement ('SHA') dated February 20, 2020 between the Company, Aéroports de Paris S.A. ('ADP'), GAL, and GMR Infra Services Limited ('GISL'), and the Share Subscription and Share Purchase Agreement dated February 20, 2020 ('SSPA') entered into among ADP, GAL, GIDL, GISL and Company. ADP has pegged Earn-outs upto Rs. 4,475.00 crore linked to achievement of certain agreed operating performance metrics as well as on receipt of certain regulatory clarifications as specified in SHA by way of conversion of these Bonus CCPS Series A.

These Bonus CCPS Series A are convertible into equity shares of GAL no later than November 15, 2024, based on the conversion formula as defined the SHA. These Bonus CCPS Series A are non-cumulative in nature and each Bonus CCPS Series A holder shall is entitled to dividend of 0.001% per annum declared on each Bonus CCPS Series A. Further, these Bonus CCPS Series A are not redeemable and there is no obligation on GAL to redeem such Bonus CCPS Series A.

During the year ended March 31, 2021, the Company had additionally acquired 74,333,559 Bonus CCPS Series A.

b) During the year ended March 31, 2021, GAL had issued 5,08,01,774 (37,837,162 to the Company) non-cumulative compulsorily convertible preference shares ('Bonus CCPS Series B'), 42,334,812 (31,530,968 to the Company) non-cumulative compulsorily convertible preference shares ('Bonus CCPS Series C') and 76,202,661 (56,755,742 to the Company) non-cumulative compulsorily convertible preference shares ('Bonus CCPS Series D') each having a face value of Rs. 10 each, for an aggregate face value of Rs. 169.34 crore as per the terms of the amended agreement to Shareholders' Agreement ('Amended SHA') dated February 20, 2020 executed on July 07, 2021 between the Company, ADP, GAL and GISL, and the Share Subscription and Share Purchase Agreement dated February 20, 2020 ('SSPA') entered into between ADP, GAL, GISL and the Company. These Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D are convertible into such number of equity shares in accordance with the terms of the Amended SHA which are dependent on the consolidated target EBIDTA of GAL for the financial years ended March 31, 2022, March 31, 2023 and March 31, 2024 respectively and upon conversion of Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D, 49% of such converted shares shall be acquired by ADP from the Company.

During the year ended March 31, 2021, the Company had additionally acquired 12,695,363 Bonus CCPS Series B, 10,579,469 Bonus CCPS Series C and 19,043,054 Bonus CCPS Series D.

c) These Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D are non-cumulative in nature and holders of each Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D shall be entitled to dividend of 0.001% per annum declared on each of these. Further, these Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D are not redeemable and there is no obligation on GAL to redeem such Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D.

d) Further all CCPS Series A, CCPS Series B, CCPS Series C and CCPS Series D are directly or indirectly held by the Company.

e) The Board of Directors of the Company vide their meeting dated March 17, 2023 has approved the settlement regarding Bonus CCPS Series B,C and D between the Company, GAL and Shareholders of GAL wherein cash earnouts to be received by Company were agreed to be settled at Rs 550.00 crore, to be paid in milestone linked tranches and conversion of these Bonus CCPS Series B, C and D will take as per the terms of settlement. Further, the Company, GAL and Shareholders of GAL have also agreed on the settlement regarding Bonus CCPS Series A whereby GAL will issue such number of additional equity share to the Company and GIDL (wholly owned subsidiary of the Company) which will result in increase of shareholding of Company (along with its subsidiary) from current 51% to 55%.The settlement is subject to certain conditions specified in proposed settlement agreement.

As part of the settlement agreement, the comapny has received 1st tranche of Rs. 100 crore towards the sale of these CCPS, however the settlement agreement is subject to certain conditions preceedent which are yet to be complied. Hence, the same has been classified as advance received against sale of CCPS in other financial lianbilities.

3 a) The Company has equity investments in GAL which further has investments in various investee entities engaged in operating airport and other allied activities. During the year ended March 31, 2023, the Company has entered into a scheme of merger, as further detailed in note 44, wherein independent valuation specialists have computed the swap ratio on the basis of fair valuation of the respective entities determined using the volume weighted average market price of Company and the Income approach. As at the current year end, the management together with an independent valuation expert determined the fair valuation of investments in GAL giving cognizance to the aforementioned approach used for the determination of swap ratio, including considering improved market outlook, legal updates and business conditions. Basis such valuation the Company has recognised a gain of Rs. 11,633.92 crore in the Other Comprehensive Income for the year ended March 31, 2023.

GMR AIRPORTS INFRASTRUCTURE LIMITED ★

b) Further, fair value of investments in equity shares and compulsorily convertible preference shares ('CCPS') of GAL are subject to outcome of ongoing litigations and claims pertaining to DIAL and GHIAL as follows:

• Ongoing arbitration between DIAL and Airports Authority of India ('AAI" in relation to the payment of Monthly Annual fees ('MAF') for the period till the operations of DIAL reach pre-COVID 19 levels. Basis an independent legal opinion obtained by the management of DIAL, DIAL is entitled to be excused from making payment of MAF under article 11.1.2 of OMDA to AAI on account of occurrence of Force Majeure Event under Article 16.1 of OMDA, till such time DIAL achieves level of activity prevailing before occurrence of force majeure. Further, the management of DIAL had entered into settlement agreement with AAI on April 25, 2022, which will govern interim workable arrangement between parties for the payment of MAF. Accordingly, DIAL had started payment of MAF with effect from April 01, 2022, onwards. The expected impact of the above matter on the fair value of investments is not significant.

• Consideration of Cargo, Ground Handling and Fuel farm ('CGHF') income as part of non-aeronautical revenue in determination of tariff in case of GHIAL. GHIAL has filed appeal with Telecom Disputes Settlement Appellate Tribunal ('TDSAT') and, the adjudicating authority, TDSAT, in its disposal order dated March 06, 2020 has directed Airports Econimic Regulatory Authority ('AERA') to reconsider the issue afresh while determining the aeronautical tariff for the Third Control Period ('TCP') commencing from April 01, 2021. In July 2020, the GHIAL has filed an application with the AERA for determination of Aeronautical tariff for the third control period commencing from April 01, 2021 to March 31, 2026 wherein it has contended that CGHF income shall be treated as non-aeronautical revenue. During the previous year, AERA vide its Order dated August 31, 2021, had issued Tariff Order for the TCP effective from October 01, 2021 considering the CGHF revenue as aeronautical revenue. GHIAL had also filed an appeal against the Tariff Order for the TCP with TDSAT, as the management of GHIAL is of the view that AERA has not considered the outstanding issues in determination of aeronautical tariff for the TCP as directed by TDSAT vide its ordered dated March 06, 2020. The management has also obtained legal opinion according to which GHIAL's contention as above is appropriate as per terms of Concession agreement and AERA Act, 2008.

c) During the year ended March 31, 2023, GMR Airports International BV ('GAIBV'), a step down subsidiary of the Company, has entered into definitive agreements with Aboitiz Infra Capital Inc ('AIC'), for AIC to acquire shares in GMR Megawide Cebu Airport Corporation ('GMCAC') along with identified associates and upon completion of all customary approvals, GAIBV has received cash consideration of PHP 9.4 billion (USD 167.96 million) (including exchangeable notes which as per the agreements are exchangeable against GAIBV's balance equity in GMCAC on October 31, 2024). Further, GAIBV is also entitled for additional deferred consideration based on subsequent yearly performance of GMCAC for next four consecutive years beginning from January 2023. While the total consideration realized pursuant to the aforementioned definitive agreement is significantly in excess of the amount originally invested in the aforementioned group entities, such investments in GAL have been carried at Fair Value through Other Comprehensive Income ('FVOCI') in accordance with Ind – AS 109 'Financial instruments' and consequently the impact of the transaction price has been appropriately considered in the fair valuation of Equity investments in GAIBV held through GAL.

4 i) During the year ended March 31, 2023:
a) The Company has subscribed to 15,000,000 0.001% unsecured, unrated, unlisted compulsory convertible debentures (CCD's) of face value of Rs. 10 each of GMR Corporate Affairs Limited ('GCAL') (formerly GMR Corporate Affairs Private Limited ('GCAPL') amounting to Rs. 15 crore.

ii) During the year ended March 31, 2022:
a) The Company had sold 126,600,252 equity shares (9% stake) of Rs.10 each of GAL to GIDL for a consideration of Rs. 1,857.10 crore. The sales consideration was received/adjusted as under;
- Rs. 1,800.00 crore in form of 18,000, 0.001% unsecured compulsorily convertible debentures of GIDL having face value of Rs. 1,000,000 each,
- Rs. 57.10 crore adjusted against the loan taken by the Company from GIDL.

b) The Company had purchased 36,438,940 equity shares (100% stake) of Rs. 10 each of RSSL from GMR Aerostructre Services Limited ('GASL') for a consideration of Rs. 216.10 crore.

c) The Company had purchased 30,500 equity shares of USD 1 each of GAIBV for a consideration of Rs. 0.23 crore.

d) 15,000,000 8% non-cumulative redeemable preference shares of Rs. 10 each issued by GCAL and equity component of preference shares has been impaired.

5 The Company does not hold any shares in these entities. The value of investment represents investments in equity on account of financial guarantees/ loans.

6 This includes shares held by others on behalf of the Company (now part of discontinued business persuant to the scheme as mentioned in note 39).

7 This includes investment in equity and investment in additional equity on account of financial guarantees.

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6 **Loans**

(Rs. in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Unsecured, considered good				
Loans to related parties (refer note 31)	864.00	99.43	-	111.10
Loans to employees	-	-	-	0.05
	864.00	**99.43**	-	**111.15**
Loans receivables - credit impaired - related parties (refer note 31)	14.53	16.53	-	-
	14.53	**16.53**	-	-
Less: loans receivables - impairment allowance - related parties (refer note 27 and 31)	(14.53)	(16.53)	-	-
Total	**864.00**	**99.43**	-	**111.15**

1. Loans are non-derivative financial instruments which generate a fixed or variable interest income for the Company. The carrying value may be affected by the changes in the credit risk of the counter parties.
2. No loans are due from directors or other officers of the Company either severally or jointly with any other person. Nor any loans are due from firms or private companies respectively in which any director is a partner, a director or a member.
3. All the above loans to related parties have been given for general business purposes. Further loans that fall under the category of 'Loans - Non-Current' are re-payable after more than 1 year.

7 **Other financial assets**

(Rs. in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Unsecured, considered good unless stated otherwise				
Non-current bank balance (refer note 11(b))	-	5.00	-	-
Interest accrued on fixed deposits	-	-	1.87	0.09
Interest accrued on loans and debentures to related parties (refer note 31)	-	-	24.84	10.54
Non trade receivable considered good (refer note 31)	-	-	76.58	104.88
Total	-	**5.00**	**103.29**	**115.51**

8 **Income tax assets (net)**

(Rs. in crore)

Particulars	Non-current	
	March 31, 2023	March 31, 2022
Advance income tax (net of provision for current tax and including tax paid under protest)	4.72	59.34
Total	**4.72**	**59.34**

9 **Other assets**

(Rs. in crore)

Particulars		Non-current		Current	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Advances other than capital advances					
Unsecured, considered good					
- Advances to suppliers		-	-	-	18.62
- Advances to employees		-	-	0.57	0.24
- Advances to related parties (refer note 31)		-	-	3.01	1.41
	(A)	-	-	3.58	20.27
Other advances					
Prepaid expenses		-	-	0.81	0.42
Balances with statutory/ government authorities		1.24	1.25	12.89	16.11
	(B)	1.24	1.25	13.70	16.53
Total	(A+B)	1.24	1.25	17.28	36.80

10 **Trade receivables**

(Rs. in crore)

Particulars	Current	
	March 31, 2023	March 31, 2022
Unsecured, considered good		
Receivable from related parties (refer note 31)	21.89	25.18
Total	**21.89**	**25.18**

- No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
- Trade receivables are non-interest bearing.
- Refer note 35(c) for details pertaining to expected credit loss ('ECL').
- Payment is generally received from customers in due course as per agreed terms of contract with customer which usually ranges from 7-30 days.
- Refer note 14 for information on trade receivables pledged as security against borrowings.

GMR AIRPORTS INFRASTRUCTURE LIMITED

2 Trade receivables ageing schedule is as follows:

(Rs. in crore)

Particulars	As at March 31, 2023					
	Outstanding for following periods from due date of payment					
	Less than 6 month	6 months - 1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Undisputed trade receivables – considered good	6.97	-	14.92	-	-	21.89
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Undisputed trade receivables – loss allowance	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-
(v) Disputed trade receivables considered doubtful	-	-	-	-	-	-

(Rs. in crore)

Particulars	As at March 31, 2022					
	Outstanding for following periods from due date of payment					
	Less than 6 month	6 months - 1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Undisputed trade receivables – considered good	25.18	-	-	-	-	25.18
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Undisputed trade receivables – loss allowance						-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

11 Cash and cash equivalents

(Rs. in crore)

Particulars		Non-current March 31, 2023	Non-current March 31, 2022	Current March 31, 2023	Current March 31, 2022
(a) Cash and cash equivalents					
Balances with banks:		-	-		
– in current accounts		-	-	67.80	15.36
– deposits with original maturity of less than or equal to three months		-	-	2,389.55	-
Cash on hand		-	-	0.01	0.01
	(A)	-	-	**2,457.36**	**15.37**
(b) Other bank balances					
– deposits with remaining maturity for more than three months but less than twelve months[1]		-	-	5.01	-
– deposits with remaining maturity for more than twelve months[1]		-	5.00	-	-
	(B)	-	**5.00**	**5.01**	-
Amount disclosed under non-current financial assets (refer note 7)		-	(5.00)	-	-
	(C)	-	**(5.00)**	-	-
Total	**(A+B+C)**	-	-	**2,462.37**	**15.37**

1 A charge has been created over the deposits of Rs. 5.00 crore (March 31, 2022: Rs. 5.00 crore) towards working capital facilities availed by the Company from bank (refer note 14).

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GMR AIRPORTS INFRASTRUCTURE LIMITED

12 Equity share capital

	Equity Shares*		Preference Share**	
	Number of shares	(Rs. in crore)	Number of shares	(Rs. in crore)
Authorised share capital:				
As at April 01, 2021	13,500,000,000	1,350.00	6,000,000	600.00
Increase/ (decrease) during the year	50,000,000	5.00	(5,000,000)	(500.00)
As at March 31, 2022	13,550,000,000	1,355.00	1,000,000	100.00
Increase/ (decrease) during the year	-	-	-	-
As at March 31, 2023	13,550,000,000	1,355.00	1,000,000	100.00

*Face value of equity shares: Re. 1/- each
** Face value of preference shares: Rs. 1,000/- each

a. Issued equity capital

	Number of shares	(Rs. in crore)
Equity shares of Re. 1 each issued, subscribed and fully paid		
As at April 01, 2021	6,035,945,275	603.59
Issued during the year	-	-
As at March 31, 2022	6,035,945,275	603.59
Issued during the year	-	-
As at March 31, 2023	6,035,945,275	603.59

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Re 1 per share. Every member holding equity shares therein shall have voting rights in proportion to the member's share of the paid up equity share capital. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors if any is subject to the approval of the shareholders in the ensuing Annual General Meeting except interim dividend if any.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the equity shareholders.

c. Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

Out of the equity share issued by the Company, share held by its holding company, ultimate holding company and their subsidiaries/ associates are as below:

Name of Shareholder	March 31, 2023		March 31, 2022	
	Number of shares	(Rs. in crore)	Number of shares	(Rs. in crore)
Equity shares of Rs. 1 each fully paid				
GMR Enterprises Private Limited ('GEPL'), holding company	2,684,843,150	268.48	2,684,843,150	268.48
GMR Infra Ventures LLP ('GIVLLP'), an associate of the holding company	31,321,815	3.13	31,321,815	3.13
GMR Business and Consulting LLP ('GBC'), an associate of the holding company	765,135,166	76.51	765,135,166	76.51
Hyderabad Jabilli Properties Private Limited ('HJPPL'), a subsidiary of the holding company	57,500,000	5.75	57,500,000	5.75

d. Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	March 31, 2023		March 31, 2022	
	Number of shares	% holding in class	Number of shares	% holding in class
Equity shares of Rs. 1 each fully paid				
GMR Enterprises Private Limited ('GEPL')	2,684,843,150	44.48%	2,684,843,150	44.48%
GMR Business and Consulting LLP ('GBC')	765,135,166	12.68%	765,135,166	12.68%
DVI Fund Mauritius Limited	113,988,382	1.89%	468,417,768	7.76%
ASN Investments Limited	439,069,922	7.27%	439,069,922	7.27%

As per records of the Company including its register of shareholders/ members, the above share holding represents both legal and beneficial ownership of shares.

e. Shares held by promoters in the Company

Name of Promoter	March 31, 2023		March 31, 2022		% Change during the year
	Number of shares	% holding in class	Number of shares	% holding in class	
Equity shares of Rs. 1 each fully paid					
GMR Enterprises Private Limited ('GEPL')	2,684,843,150	44.48%	2,684,843,150	44.48%	0.00%
G.M. Rao*	1,732,330	0.03%	1,732,330	0.03%	0.00%

*Includes shares held as karta of HUF and trustee of trust

The total promoters and promoters group shareholding as on March 31, 2023 is 3,561,169,176 shares constituting 59.00% (March 31, 2022: 3,555,169,176 shares constituting 58.90%) of paid up equity share capital of the Company.

f. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

There were no shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

g. Shares reserved for issue under options

For details of shares reserved for issue on conversion of foreign currency convertible bonds ('FCCBs'), refer note 14(1) and 14(2) related to terms of conversion/ redemption of FCCBs.

GMR AIRPORTS INFRASTRUCTURE LIMITED

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Notes to the standalone financial statements for the year ended March 31, 2023

(Rs. in crore)

13 Other Equity

Particulars		Amount
Equity component of foreign currency convertible bonds ('FCCB')[1]		
As at April 01, 2021		-
As at March 31, 2022		-
Add: Addition during the year (net of tax) (refer note 17)		479.35
As at March 31, 2023	(A)	**479.35**
Equity component of related party loans[8]		
As at April 01, 2021		1.24
Less: Transfer on account of composite scheme of arrangement (refer note 39)		(1.24)
As at March 31, 2022		-
As at March 31, 2023	(B)	-
Fair valuation through other comprehensive income ('FVTOCI') reserve[2]		
As at April 01, 2021		(3,143.07)
Add: Gain on FVTOCI on equity securities (net of tax)		1,731.91
Less: Transferred to retained earning		(1,351.40)
Add: Transfer on account of composite scheme of arrangement (refer note 39)		8,800.21
As at March 31, 2022		**6,037.65**
Add: Gain on FVTOCI on equity securities (net of tax)		11,055.95
As at March 31, 2023	(C)	**17,093.60**
General reserve[3]		
As at April 01, 2021		174.56
As at March 31, 2022		**174.56**
As at March 31, 2023	(D)	**174.56**
Securities premium[4]		
As at April 01, 2021		10,010.98
Less: Transfer on account of composite scheme of arrangement (refer note 39)		(10,010.98)
As at March 31, 2022		-
As at March 31, 2023	(E)	-
Capital reserve[5]		
As at April 01, 2021		141.75
As at March 31, 2022		**141.75**
As at March 31, 2023	(F)	**141.75**
Retained earnings[6]		
As at April 01, 2021		2,122.60
Less: Loss for the year		(309.78)
Less: Re-measurement loss on defined benefit plans		(0.62)
Add: Transfer from Fair valuation through other comprehensive income ('FVTOCI') reserve		1,674.97
Less: Transfer on account of composite scheme of arrangement (refer note 39)		(32.68)
As at March 31, 2022		**3,454.49**
Add: Profit for the year		9.57
Less: Re-measurement loss on defined benefit plans		(0.20)
As at March 31, 2023	(G)	**3,463.86**
Foreign currency monetary translation reserve ('FCMTR') (refer note 14(1))[7]		
As at April 01, 2021		(173.82)
Less: Exchange difference loss on FCCB recognised during the year		(40.40)
Add: FCMTR amortisation during the year		6.63
Less: Transfer on account of composite scheme of arrangement (refer note 39)		187.38
As at March 31, 2022		**(20.21)**
Less: Exchange difference loss on FCCB recognised during the year		(15.89)
Add: FCMTR amortisation during the year		2.30
As at March 31, 2023	(H)	**(33.80)**
Total other equity	(A+B+C+D+E+F+G+H)	
As at March 31, 2022		**9,788.24**
As at March 31, 2023		**21,319.32**

GMR AIRPORTS INFRASTRUCTURE LIMITED

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Notes to the standalone financial statements for the year ended March 31, 2023

1. Pursuant to the approval of the Management Committee of the Board of Directors dated March 17, 2023, the Company has issued 6.76% Unlisted Foreign Currency Convertible Bonds (FCCBs) of EUR 33.0817 crore, equivalent to Rs.2,931.77 crore to Aeroports De Paris S.A. With a maturity period of 10 years and 1 day. The bond shall carry an interest rate of 6.76% p.a on a simple interest basis. Interest will accrue on a yearly basis and first interest installment is payable on date of expiry of five years and from end of sixth year on yearly basis. Also refer note 14(2).

2. FVTOCI reserve
The Company recognises changes in the fair value of investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI reserves within equity.

3. General reserve was created persuant to transfer of debenture redemption reserve and equity component of preference share. General reserve is a free reserve available to the Company.

4. Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

5. On July 02, 2014, the Board of Directors of the Company approved an issue and allotment of up to 180,000,000 warrants having an option to apply for and be allotted equivalent number of equity shares of face value of Re.1 each on a preferential basis under chapter VII of the SEBI ICDR Regulations and provisions of all other applicable laws and regulations and accordingly the Company received an advance of Rs.141.75 crore against such share warrants. The shareholders approved the aforesaid issue of warrants through postal ballot on August 12, 2014. Pursuant to the approval of the Management Committee of the Board of Directors dated February 26, 2016 the outstanding warrants have been cancelled as the holders did not exercise the option within the due date of 18 months from the date of allotment, and Rs 141.75 crore received as advance towards such warrants has been forfeited in accordance with the SEBI ICDR Regulations during the year ended March 31, 2016. The said amount was credited to Capital Reserve account during the year ended March 31, 2016.

6. Retained Earnings are the profits of the Company earned till date net of appropriations.

7. FCMTR reserve represents unamortised foreign exchange differences arising on translation of long-term foreign currency monetary items.

8. This represents equity component recognised on loan taken from related party. Also refer note 39.

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GMR AIRPORTS INFRASTRUCTURE LIMITED ★

14 Financial liabilities - Borrowings

(Rs. in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
A. Non current borrowings:				
Debentures / Bonds				
25 (March 31, 2022: 25) 7.5% Foreign Currency Convertible Bonds ('KIA FCCBs') of USD 1,000,000 (March 31, 2022: USD 1,000,000) each (unsecured)[1]	201.30	185.67	-	-
330,817 (March 31, 2022: Nil) 6.76% Foreign Currency Convertible Bonds ('ADP FCCBs') of Euro 1,000 each (unsecured)[2]	2,318.35	-	-	-
Term Loans				
Loans from related parties (unsecured) (refer note 31)[3,4]	258.66	434.20	-	-
B. Current borrowings:				
Loans from related parties (unsecured) (refer note 31)[4,5]	-	-	181.20	140.00
Total	**2,778.31**	**619.87**	**181.20**	**140.00**
The above amount includes				
Secured borrowings	-	-	-	-
Unsecured borrowings	2,778.31	619.87	181.20	140.00

1 Pursuant to the approval of the Management Committee of the Board of Directors dated December 10, 2015, the Company has issued 7.50% Unlisted Foreign Currency Convertible Bonds ('KIA FCCBs') of USD 300 million to Kuwait Investment Authority with a maturity period of 60 years. The subscriber can exercise the conversion option on and after 18 months from the closing date upto close of business on maturity date. Interest is payable on annual basis. The KIA FCCBs are convertible at Rs. 18 per share which is subject to adjustment as per the terms of the KIA FCCBs, subject to the regulatory floor price. The exchange rate for conversion of KIA FCCBs is fixed at Rs 66.745/USD. Pursuant to composite scheme of arrangement being effective on December 31, 2021 (refer note 39), the USD 300 million KIA FCCBs are split into USD 25 million and USD 275 million between GIL and GPUIL respectively basis utilisation and in their respective asset ratio in accordance with Section 2(19AA) of the Income Tax Act in the manner contemplated under the Scheme. In order to maintain the rights of the bondholder intact consequent to split of KIA FCCBs, the conversion price of KIA FCCBs issued by the Company were changed so that Bondholders upon conversion receive the same number of shares as they were entitled at the time of issuance. Hence, conversion of KIA FCCBs of USD 25 million shall account for 1,112,416,667 equity shares of the Company (as per original entitlement). The outstanding amount as at March 31, 2023 is Rs. 201.30 crore (March 31, 2022 : Rs. 185.67 crore). As at March 31, 2023, KIA FCCBs holders have not exercised the conversion option. The Company needs to take necessary steps in case the bondholders direct the Company to list the KIA FCCBs on the Singapore Exchange Trading Limited.

2 Pursuant to the approval of the Management Committee of the Board of Directors dated March 24, 2023, the Company had issued 6.76% Unlisted Foreign Currency Convertible Bonds ('ADP FCCBs') of Euro 330.817 million of Euro 1,000 each, equivalent to Rs. 2,931.77 crore to Aeroports De Paris S.A. with a maturity period of 10 years and 1 day. The bondholder can exercise the conversion option at any time on or after the day following the 5th anniversary of the Closing Date (i.e March 23, 2023) up to the close of business on March 2033. The exchange rate for conversion of ADP FCCBs is fixed at Rs. 88.5237/EUR. The price at which each of the Shares will be issued upon conversion will initially be Rs. 43.67 (calculated by reference to a premium of 10% (ten percent) over and above the Regulatory Floor Price) but will be subject to adjustment as per the terms of FCCB's. The Bonds may be redeemed or converted into New Shares of the company on the maturity date at 100 per cent of the principal amount of the Bonds together with any accrued but uncapitalised or unpaid interest (including Default Interest) up to (but excluding) the Maturity Date, subject to the unanimous consent of the Bondholders pursuant to an Extraordinary Resolution.
The bond shall carry an interest rate of 6.76% p.a. on a simple interest basis. Interest will accrue on a yearly basis and first interest instalment is payable on date of expiry of five years and from end of sixth year on yearly basis.
The above ADP FCCBs are fair valued as per Ind AS 109 - 'Financial Instrument' and equity component of Rs. 479.35 crore (net of deferred tax of Rs. 161.21 crore) has been recognised in other equity.

3 Loans of Rs. 258.66 crore (March 31, 2022: Rs. 293.00 crore) from GIDL, a subsidiary company carries interest of 18.25% per annum (March 31, 2022: 17.25% per annum) and is payable along with the principal. The loan is repayable after 3 years from the date of disbursement i.e. August 02, 2021 of the loan.

4 Loans of Rs. 181.20 crore (March 31, 2022: Rs. 140.00 crore) from GHIAL, a subsidiary company and Celebi Delhi Cargo Terminal Management India Private Limited, an associate of the company carrying interest ranging between 9% per annum to 11% per annum (March 31, 2022: 9% per annum to 11% per annum) and is payable along with repayment of principal within the period of 12 months from the date of balance sheet.

5 Loan of Rs. Nil (March 31, 2022: Rs. 100.00 crore) from GAL, a subsidiary company which carried interest of 17% per annum payable on monthly basis.

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Terms of repayment

a) As on March 31, 2023 (Rs. in crore)

Particulars	Interest rate range (per annum)	Amount Outstanding	Repayble within 1 year	Repayble within 1 to 5 year	Repayble within > 5 year
Debentures / Bonds					
Foreign Currency Convertible Bonds ('KIA FCCBs') (Unsecured)	7.50%	205.43	-	-	205.43
Foreign Currency Convertible Bonds ('ADP FCCBs') (Unsecured)	6.76%	2,958.91	-	-	2,958.91
Term loans					
Loans from related parties (Unsecured)	9.00% to 18.25%	439.86	181.20	258.66	-
Total		**3,604.20**	**181.20**	**258.66**	**3,164.34**

Reconciliation with carrying amount	**(Rs. in crore)**
Total Amount repayable as per repayment terms	3,604.20
Less: Equity component of FCCB (excluding deferred tax)	640.56
Less: Impact of recognition of borrowing at amortised cost using effective interest method	4.13
Net carrying value	**2,959.51**

b) As on March 31, 2022 (Rs. in crore)

Particulars	Interest rate range (per annum)	Amount Outstanding	Repayble within 1 year	Repayble within 1 to 5 year	Repayble within > 5 year
Debentures / Bonds					
Foreign Currency Convertible Bonds ('KIA FCCBs') (Unsecured)	7.50%	189.48	-	-	189.48
Term loans					
Loans from related parties (Unsecured)	9.00% to 17.25%	574.20	140.00	434.20	-
Total		**763.68**	**140.00**	**434.20**	**189.48**

Reconciliation with carrying amount	**(Rs. in crore)**
Total Amount repayable as per repayment terms	763.68
Less: Impact of recognition of borrowing at amortised cost using effective interest method	3.81
Net carrying value	759.87

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GMR AIRPORTS INFRASTRUCTURE LIMITED ★

15 Other financial liabilities

(Rs. in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Other financial liabilities at amortised cost				
Security deposit- related parties (refer note 31)[1]	19.50	31.50	-	-
Advance against investment	100.00	-	-	-
Financial guarantee	1.02	2.91	1.89	4.06
Non-trade payable others[2]	12.12	171.06	152.38	50.19
Non trade payable- related parties (refer note 31)	-	50.28	43.30	5.22
Interest accrued on debt and borrowings (refer note 31)	-	-	122.47	68.42
Total	**132.64**	**255.75**	**320.04**	**127.89**

1 Security deposit of Rs. 19.50 crore (March 31, 2022: Rs. 31.50 crore) from RSSL, a subsidiary company carries interest of 11.35% per annum payable on a monthly basis. The security deposit is repayable on discharge of all performance obligations of RSSL under the long term service agreements entered into with the Company and other group companies.

2 During the year ended March 31, 2016, Rs. 22,563 was received as excess share application money received against rights issue which is pending to be refunded during year ended March 31, 2023.

16 Provisions

(Rs. in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Provision for employee benefits				
Provision for gratuity (refer note 32(b))	0.99	0.77	-	-
Provision for superannuation	-	-	0.03	0.03
Total	**0.99**	**0.77**	**0.03**	**0.03**

17 Deferred tax liabilities (net)

(Rs. in crore)

Particulars		Opening deferred tax (asset)/ liabilities	Income tax expense/ (credit) recognized in the statement of profit and loss	Income tax expense/ (credit) recognized in other comprehensive income*	Income tax expense/ (credit) directly recognized through other equity	Closing deferred tax (asst)/ liabilities
For the year ended March 31, 2023						
Deferred tax liabilities arising on account of						
Property, plant & equipment and Intangible assets		5.49	-	-	-	5.49
Fair valuation gain (net) on equity instruments		1,724.51	-	3,330.47	(0.00)	5,054.98
Equity component of ADP FCCBs (refer note 14(2))		-	-	-	161.21	161.21
Total deferred tax liabilities	**(A)**	**1,730.00**	**-**	**3,330.47**	**161.21**	**5,221.68**
Deferred tax assets arising on account of						
Brought forward tax losses		(221.00)	-	60.00	-	(161.00)
Expenses deductible on payment		(5.49)	-	-	-	(5.49)
Total deferred tax assets	**(B)**	**(226.49)**	**-**	**60.00**	**-**	**(166.49)**
Total deferred tax liabilities (net)	**(A+B)**	**1,503.51**	**-**	**3,390.47**	**161.21**	**5,055.19**
For the year ended March 31, 2022						
Deferred tax liabilities arising on account of						
Property, plant & equipment and Intangible assets		7.62	(2.13)	-	-	5.49
Fair valuation gain (net) on equity instruments		874.53	-	1,173.53	(323.57)	1,724.51
Total deferred tax liabilities	**(A)**	**882.15**	**(2.13)**	**1,173.53**	**(323.57)**	**1,730.00**
Deferred tax assets arising on account of						
Brought forward tax losses		(275.93)	-	54.93	-	(221.00)
Expenses deductible on payment		(7.62)	2.13	-	-	(5.49)
Minimum Alternative Tax credit entitlement		(58.72)	58.72	-	-	-
Total deferred tax assets	**(B)**	**(342.27)**	**60.85**	**54.93**	**-**	**(226.49)**
Total deferred tax liabilities (net)	**(A+B)**	**539.88**	**58.72**	**1,228.46**	**(323.57)**	**1,503.51**

*Income tax expense/ (credit) recognized in other comprehensive income includes deferred tax on discountinued operations.
The company has not recognised deferred tax asset on unused tax losses and unabsorbed depreciation of Rs. 2,035.46 crore and other deductible temperory differences of Rs. 14.53 crore. The unused tax losses will be adjustable till Assessment Year 2030-31.

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18 Trade payables

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Total outstanding dues of micro enterprises and small enterprises	0.34	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Trade payables	10.03	18.40
- Trade payables to related parties (refer note 31)	5.91	-
Total	**16.28**	**18.40**

1 Terms and conditions of the above financial liabilities:
- Trade payables are non-interest bearing.
- For explanations on the Company's credit risk management processes, refer note 35(c).
- The dues to related parties are unsecured.

2 Disclosure as per Section 22 of "The Micro, Small and Medium Enterprises Development Act, 2006".

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier:		
- Principal amount	0.34	-
- Interest thereon	-	-
The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest.	-	-
The amount of interest accrued and remaining unpaid	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small investor	-	-

3 Trade payables ageing schedule is as follows:

(Rs. in crore)

Particulars	Not due	As at March 31, 2023				
		Outstanding for following periods from due date of payment				
		0-1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Dues to MSME	0.12	0.22	-	-	-	0.34
(ii) Dues to others	2.63	7.40	-	-	-	10.03
(ii) Dues to related parties	-	5.91	-	-	-	5.91
(iii) Disputed dues to MSME	-	-	-	-	-	-
(iv) Disputed dues to others	-	-	-	-	-	-
Total	**2.75**	**13.52**	**-**	**-**	**-**	**16.28**

(Rs. in crore)

Particulars	Not due	As at March 31, 2022				
		Outstanding for following periods from due date of payment				
		0-1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Dues to MSME	-	-	-	-	-	-
(ii) Dues to others	18.40	-	-	-	-	18.40
(iii) Disputed dues to MSME	-	-	-	-	-	-
(iv) Disputed dues to others	-	-	-	-	-	-
Total	**18.40**	**-**	**-**	**-**	**-**	**18.40**

19 Other liabilities

(Rs. in crore)

Particulars	Current	
	March 31, 2023	March 31, 2022
Advances from customers (refer note 31)	4.26	4.24
Other liabilities (including statutory dues)	20.76	21.32
Total	**25.02**	**25.56**

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20 Revenue from operations

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Sale of material and services		
Sale of traded goods	0.71	21.33
Management services	63.76	-
	64.47	**21.33**
Other operating income		
Interest income on:		
Bank deposits	2.05	0.27
Inter corporate deposits and others (refer note 31)	34.78	17.46
Profit on sale of current investment	0.64	-
	37.47	**17.73**
	101.94	**39.06**

21 Other income

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Interest income on income tax refunds	23.79	0.94
Gain on sale of assets	0.21	-
Miscellaneous income	0.15	0.06
	24.15	**1.00**

22 Purchases of traded goods

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Purchases of traded goods	0.66	19.85
	0.66	**19.85**

23 Employee benefits expense

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Salaries, wages and bonus	29.14	0.52
Contribution to provident and other funds (refer note 32(a))	1.71	0.06
Gratuity expenses (refer note 32(b))	0.15	0.62
Staff welfare expenses	0.48	0.03
	31.48	**1.23**

24 Finance costs

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Interest on debts and borrowings (refer note 31)	115.35	76.66
Bank and other charges	0.95	2.32
	116.30	**78.98**

25 Depreciation and amortisation expenses

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Depreciation on property, plant and equipment (refer note 3)	0.33	0.55
Amortisation of intangible assets (refer note 4)	0.02	0.36
	0.35	**0.91**

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26 Other expense

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Rates and taxes	2.90	0.90
Repairs and maintenance	4.54	0.50
Legal and professional fees	29.88	17.00
Payment to auditors (refer details below)#	2.13	2.42
Advertising and business promotion	2.84	0.15
Directors' sitting fees	0.33	0.29
Membership and subscription	5.35	0.06
Loss on account of foreign exchange fluctuation (net)	33.54	1.24
Miscellaneous expenses	6.79	0.33
	88.30	**22.89**

CSR Expenditure:

(a) Gross amount required to be spent by the Company during the year ended March 31, 2023 Rs. Nil (March 31, 2022: Rs Nil)

(b) The Company has incurred on CSR activities during the year ended March 31, 2023 Rs. Nil (March 31, 2022: Rs Nil).

 # Payment to auditors (exclusive of goods and service tax)

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
As auditor:		
Audit fee	1.50	1.23
Tax audit fees	0.04	0.04
In other capacity		
Other services (including certification fees)	0.46	1.10
Reimbursement of expenses	0.13	0.05
	2.13	**2.42**

27 Exceptional items (net)

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Reversal/ (provision) for impairment in carrying value of investments, loans/ advances/ other receivables carried at amortised cost (net) (also refer note 5,6 and 7)	120.57	(16.79)
	120.57	**(16.79)**

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28 Earnings per share (EPS)

Basic EPS is calculated by dividing the profit/ (loss) for the period attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS is calculated by dividing the profit attributable to equity shareholders (after adjusting for interest on the convertible securities) by the weighted average number of equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

(Rs. in crore)

Particulars	**March 31, 2023**	**March 31, 2022**
Face value of equity share (Re. per share)	1	1
Profit/ (loss) attributable to equity shareholders		
- Continuing operations (Rs. in crore)	9.57	(159.31)
- Discontinued operations (Rs. in crore)	-	(150.47)
Profit /(loss) attributable to equity shareholders (Rs. in crore)	9.57	(309.78)
Weighted average number of equity shares used for computing earning per share (basic and diluted)	6,035,945,275	6,035,945,275
Earning per share for continuing operations - basic and diluted (Rs.) *#	0.02	(0.26)
Earning per share for discontinued operations - basic and diluted (Rs.) *#	-	(0.25)
Earning per share for total operations - basic and diluted (Rs.) *#	0.02	(0.51)

*For the year ended March 31, 2023, the potential equity shares are anti-dilutive since their conversion has increased earning per share. Therefore, dilutive earning per share is equal to basic earning per share.

#Considering that the Company has incurred losses during the year ended March 31, 2022, the allotment of convertible securities would decrease the loss per share for the respective year and accordingly has been ignored for the purpose of calculation of diluted earnings per share.

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29 Income Tax

The tax expense comprises of current taxes and deferred taxes. Current tax is the amount of income tax determined to be payable in respect of taxable income for a period as per the provisions of the Income-Tax Act, 1961 ('IT Act').

On September 30, 2019, the Taxation Laws (Amendment) Ordinance 2019 ('the Ordinance') was passed introducing section 115BAA of the Income tax Act, 1961 which allowed domestic companies to opt for an alternative tax regime from financial year 2019-20 onwards. As per the regime, companies can opt to pay reduced income tax @22% (plus surcharge and cess) subject to foregoing of certain exemptions. Central Board of Direct taxes vide circular number 29/2019 clarified that companies opting for lower rates of taxes will not be allowed to carry forward minimum alternate tax ('MAT') credit and also will not be allowed to offset brought forward losses on account of additional depreciation.

During the previous year, based on various assessments, the Company has decided to opt for the aforementioned regime and has provided for its current taxes at lower rates and has made the requisite adjustments in its deferred taxes.

Deferred tax is the effect of timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Tax expenses in the statement of profit and loss consist of the following:

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Continuing operations		
(a) Current tax	-	-
(b) Deferred tax	-	58.72
Discontinued operations		
(c) Tax credit of discontinued operations	-	-
Total tax expense	-	**58.72**

Reconciliation of taxes to the amount computed by applying the statutory income tax rate to the income before taxes is summarized below:

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Profit/ (loss) before tax from continuing operations	9.57	(100.59)
Loss before tax from discontinued operations	-	(150.47)
Applicable tax rates	25.17%	25.17%
Computed tax charge on applicable tax rates	**2.41**	**(63.19)**
Tax impact on change in tax rate	-	9.64
Reversal of MAT credit	-	58.72
Tax effect on temperory differences on which deferred taxes has not been recognised	27.94	53.55
Tax impact on financial asset recognised at FVTPL	(30.35)	-
Total tax expenses	-	**58.72**

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30 Significant accounting judgements, estimates and assumptions

The preparation of the Company's Standalone Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include fair value measurement of investments in subsidiaries, joint ventures and associates, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies and recognition of revenue on long term contracts.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. The Company based its assumptions and estimates on parameters available when the Standalone Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a. Taxes

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the same can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Refer note 17 and 29 for further disclosure.

b. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model and market approach method. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The cash flow projections used in these models are based on estimates and assumptions relating to conclusion of tariff rates, estimation of passenger and rates and favourable outcomes of litigations etc. in the airport which are considered as reasonable by the management. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 5 and 35 for further disclosure.

c. Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and contractual claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

In respect of financial guarantees provided by the Company to third parties, the Company considers that it is more likely than not that such an amount will not be payable under the guarantees provided. Refer note 34 for further disclosure.

d. Revenue recognition

For the financial year 2021-22, the Company used the percentage of completion method in accounting for its fixed price contracts. Use of the percentage of completion method requires the Company to estimate the costs incurred till date as a proportion of the total cost to be incurred. Costs incurred have been used to measure progress towards completion as there is a direct relationship. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

e. Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in note 32.

WALKER CHANDIOK & CO. LLP CHARTERED ACCOUNTANTS

GMR AIRPORTS INFRASTRUCTURE LIMITED

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Notes to the standalone financial statements for the year ended March 31, 2023

31 Related parties

a) Names of related parties and description of relationship:

Description of relationship	Name of the related parties
Holding Company	GMR Enterprises Private Limited (GEPL)
Subsidiary Companies/ Fellow subsidiary Companies	Delhi International Airport Limited (DIAL) Delhi Aerotropolis Private Limited (DAPL) (liquidated during the year ended March 31, 2022) GMR Business Process and Services Private Limited (GBPSPL) GMR Hyderabad International Airport Limited (GHIAL) GMR Hyderabad Aerotropolis Limited (GHAL) GMR Hyderabad Aviation SEZ Limited (GHASL) GMR Hospitality and Retail Limited (GHRL) GMR Airports Limited (GAL) GMR Corporate Affairs Limited (GCAL) (formerly GMR Corporate Affairs Private Limited (GCAPL)) GMR Airport Developers Limited (GADL) GMR Airports (Mauritius) Limited (GAML) (under liquidation) GMR Air Cargo and Aerospace Engineering Limited (GACAEL) Delhi Airport Parking Services Private Limited (DAPSL) GMR Aero Technic Limited (GATL) Raxa Security Services Limited (RSSL) GMR Goa International Airport Limited (GIAL) GMR Infra Developers Limited (GIDL) GMR Nagpur International Airport Limited (GNIAL) GMR Airports Singapore Pte Limited (GASPL) GMR Kannur Duty Free Services Limited (GKDFRL) GMR Hyderbad Airport Assets Limited (GHAAL) GMR Visakhapatnam International Airport Limited (GVIAL) GMR Hospitality Limited (GHL) (incorporated during the year July 25, 2022) GMR Airports Greece Single Member S.A. (GAGSMA) GMR Airports International BV (GAIBV) GMR Airports Netherland BV (GANBV) (incorporated during the year March 31, 2022) Bougainvillea Properties Private Limited (BOPPL)* GMR SEZ & Port Holdings Limited (GSPHL)* Honeyflower Estates Private Limited (HFEPL)* Grandhi Enterprises Private Limited (GREPL) GMR Airport Global Limited (GAGL) Namitha Real Estate Private Limited (NREPL)* Dhruvi Securities Private Limited (DSPL)* GMR Energy (Cyprus) Limited (GECL)* GMR Energy (Netherlands) BV (GENBV)* GMR Generation Assets Limited (GGAL)* GMR Energy Trading Limited (GETL)* GMR Londa Hydropower Private Limited (GLHPPL)* GMR Aerostructure Services Limited (GASL)* GMR Mining and Energy Private Limited (GMEL)* Gateways for India Airports Private Limited (GFIAL)* GMR Highways Limited (GMRHL)* GMR Tuni Anakapalli Expressways Limited (GTAEL)* GMR Tambaram Tindivanam Expressways Limited (GTTEL)* GMR Ambala Chandigarh Expressways Private Limited (GACEPL)* GMR Pochanpalli Expressways Limited (GPEL)* GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL)* GMR Chennai Outer Ring Road Private Limited (GCORRPL)* GMR Krishnagiri SIR Limited ('GKSIR')* Advika Properties Private Limited (APPL)* Aklima Properties Private Limited (AKPPL)* Amartya Properties Private Limited (AMPPL)* Baruni Properties Private Limited (BPPL)* Camelia Properties Private Limited (CPPL)* Eila Properties Private Limited (EPPL) * Gerbera Properties Private Limited (GPL)* Krishnapriya Properties Private Limited (KPPL)* Nadira Properties Private Limited (NPPL)* Prakalpa Properties Private Limited (PPPL)* Purnachandra Properties Private Limited (PUPPL)* Shreyadita Properties Private Limited (SPPL)* Lakshmi Priya Properties Private Limited (LPPPL)*

Description of relationship	Name of the related parties
Subsidiary Companies/ Fellow subsidiary Companies	Honeysuckle Properties Private Limited (HPPL)* Idika Properties Private Limited (IPPL)* Sreepa Properties Private Limited (SRPPL)* GMR Aviation Private Limited (GAPL)* GMR Infrastructure (Mauritius) Limited (GIML)* GMR Infrastructure (Cyprus) Limited (GICL)* GMR Infrastructure Overseas (Malta) Limited (GIOL)* GMR Infrastructure (UK) Limited (GIUL)* GMR Infrastructure (Global) Limited (GIGL)* GMR Infrastructure (Singapore) Pte Limited (GISPL)* GMR Energy Projects (Mauritius) Limited (GEPML)* GADL International Limited (GADLIL)* Deepesh Properties Private Limited (DPPL)* Larkspur Properties Private Limited (LAPPL)* Padmapriya Properties Private Limited (PAPPL)* Radha Priya Properties Private Limited (RPPL)* Pranesh Properties Private Limited (PRPPL)* GMR Power Infra Limited (GPIL) (merged into GIL w.e.f. April 01, 2021)* GMR Male International Airport Private Limited (GMIAL)* GMR Coal Resources Pte Limited (GCRPL)* Lantana Properties Private Limited (LPPL)* Asteria Real Estate Private Limited (AREPL)* GMR Infrastructure (Overseas) Limited (GI(O)L)* Suzone Properties Private Limited (SUPPL)* Lilliam Properties Private Limited (LPPL)* Indo Tausch Trading DMCC (Indo Tausch)* GMR Power and Urban Infra Limited (GPUIL) * PT GMR Infrastructure Indonesia (incorporated on April 19, 2021)*
Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM) Delhi Aviation Services Private Limited (DASPL) Travel Food Services (Delhi Terminal 3) Private Limited (TFS) TIM Delhi Airport Advertisment Private Limited (TIM) GMR Logistics Park Private Limited (GLPPL) GMR Bajoli Holi Hydropower Private Limited (GBHHPL) DIGI Yatra Foundation (DIGI) International Airport of Heraklion, Crete SA (Crete) Mactan Travel Retail Group Corporation (MTRGC) SSP-Mactan Cebu Corporation (SMCC) Megawide GMR Construction JV Inc (MGCJV Inc.) Delhi Aviation Fuel Facility Private Limited (DAFF) Laqshya Hyderabad Airport Media Private Limited (Laqshya) GMR Megawide Cebu Airport Corporation (GMCAC) Globemerchant Inc. (w.e.f. December 16, 2022) Delhi Duty Free Services Private Limited (DDFS) Rampia Coal Mine and Energy Private Limited (RCMEPL) (dissolved with effect from April 19, 2021)* Limak GMR Construction JV (CJV)* GMR Rajahmundry Energy Limited (GREL)* PT Unsoco (Unsoco)* PT Dwikarya Sejati Utma (PTDSU) * PT Duta Sarana Internusa (PTDSI) * PT Barasentosa Lestari (PTBSL) * GMR Tenaga Operations and Maintenance Private Limited (GTOMPL)* GIL SIL JV* PT Golden Energy Mines Tbk (PTGEMS)* PT Tanjung Belit Bara Utama (TBBU)* PT Trisula Kencana Sakti (TKS)* PT Bungo Bara Utama (BBU)* PT Bara Harmonis Batang Asam (BHBA)* PT Berkat Nusantara Permai (BNP)* PT Karya Mining Solution (KMS) (formerly PT Bumi Anugerah Semesta (BAS))* PT Era Mitra Selaras (EMS)* PT Wahana Rimba Lestari (WRL)* PT Berkat Satria Abadi (BSA)* PT Kuansing Inti Sejahtera (KIS)* PT Bungo Bara Makmur (BBM)* PT Gems Energy Indonesia (GEMS Energy)* PT Roundhill Capital Indonesia (RCI)*

Description of relationship	Name of the related parties
Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	PT Borneo Indobara (BORNEO)* PT Karya Cemerlang Persada (KCP)* PT Kuansing Inti Makmur (KIM)* GEMS Trading Resources Pte Limited (GEMSTR)* Megawide GISPL Construction JV (MGCJV)* PT Angkasa Pura Avias (PTAPA) (acquired during the year March 31, 2022) GMR Kamalanga Energy Limited (GKEL)* GMR Energy Limited (GEL)* GMR Vemagiri Power Generation Limited (GVPGL)* GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)* GMR Consulting Services Limited (GCSL)* GMR Warora Energy Limited (GWEL)* GMR Gujarat Solar Power Limited (GGSPL)* GMR Upper Karnali Hydro Power Limited (GUKPL)* GMR Energy (Mauritius) Limited (GEML)* GMR Lion Energy Limited (GLEL)* GMR Maharashtra Energy Limited (GMAEL)* GMR Bundelkhand Energy Private Limited (GBEPL)* GMR Rajam Solar Power Private Limited (GRSPPL)* Karnali Transmission Company Private Limited (KTCPL)* GMR Indo-Nepal Energy Links Limited (GINELL)* GMR Indo-Nepal Power Corridors Limited (GINPCL)*
Enterprises where Key Management Personnel or their relatives exercise significant influence (Where transactions have taken place)	GMR Family Fund Trust (GFFT) Kakinada Gateway Port Limited (KGPL)*
Key Management Personnel and their relatives (Where transactions have taken place)	Mr. G.M. Rao (Chairman) Mr. Grandhi Kiran Kumar (Managing Director & CEO) Mr. G.B.S. Raju (Non Executive Director) Mr. Madhva Bhimacharya Terdal (Non Executive Director) (Ceased to be Whole Time Director w.e.f August 07, 2022) Mr. Suresh Lilaram Narang (Independent Director) (Appointed w.e.f April 20, 2020) Mr. Emandi Sankara Rao (Independent Director) (Appointed w.e.f September 09, 2021) Mr. Mundayat Ramachandran (Independent Director) (Appointed w.e.f September 09, 2021) Mr. Sadhu Ram Bansal (Independent Director) (Appointed w.e.f September 09, 2021) Mr. Subba Rao Amarthaluru (Independent Director) (Appointed w.e.f September 09, 2021) Mrs. Bijal Tushar Ajinkya (Independent Director) (Appointed w.e.f September 09, 2021) Mr. S Sandilya (Independent Director) (Resigned w.e.f September 09, 2021) Mr. R S S L N Bhaskarudu (Independent Director) (Resigned w.e.f September 09, 2021) Mr. N C Sarabeswaran (Independent Director) (Resigned w.e.f September 09, 2021) Mr. S Rajagopal (Independent Director) (Resigned w.e.f September 09, 2021) Mrs. V. Siva Kameswari (Independent Director) (Resigned w.e.f September 09, 2021) Mr. Saurabh Chawla (Group Chief Financial Officer) Mr. Venkat Ramana Tangirala (Company Secretary)

Notes

*During the year ended March 31, 2022 these entities ceased to be subsidiaries/ joint ventures/ associates with effect from December 31, 2021 based on the Composite Scheme (refer note 39) but the transactions during nine months ended December 31, 2021 have been reported in note 31(b).

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WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

GMR AIRPORTS INFRASTRUCTURE LIMITED *

b) Summary of transactions and outstanding balances with above related parties are as follows:

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
(A) Transaction during the year					
1 Interest income - gross					
	March 31, 2023	34.78	-	-	-
	March 31, 2022	181.77	113.06	-	-
2 Construction revenue/ sale of materials					
	March 31, 2023	-	0.71	-	-
	March 31, 2022	16.18	842.45	-	-
3 Management support services income					
	March 31, 2023	63.76	-	-	-
	March 31, 2022	-	-	-	-
4 Other income					
	March 31, 2023	-	-	-	-
	March 31, 2022	0.13	-	-	-
5 Finance cost					
	March 31, 2023	87.24	3.60	-	-
	March 31, 2022	176.64	-	-	-
6 Legal and professional fees					
	March 31, 2023	7.58	-	-	-
	March 31, 2022	18.24	-	-	-
7 Lease rental and equipment hire charges					
	March 31, 2023	0.76	-	-	-
	March 31, 2022	1.57	-	-	-
8 Repairs and maintenance expenses					
	March 31, 2023	0.73	-	-	-
	March 31, 2022	1.28	-	-	-
9 Rates and taxes					
	March 31, 2023	-	-	-	-
	March 31, 2022	-	15.82	-	-
10 Miscellaneous expenses					
	March 31, 2023	0.60	-	-	-
	March 31, 2022	27.85	-	-	-

(Rs. in crore)

Particulars	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
11 Expenses incurred on behalf of others- Cross charges during the year					
	March 31, 2023	-	-	-	-
	March 31, 2022	60.33	18.38	-	-
12 Investment in equity/ preference shares (including bonus preference shares)					
	March 31, 2023	-	-	-	-
	March 31, 2022	0.23	-	-	-
13 Proceeds from sale of equity shares					
	March 31, 2023	-	-	-	-
	March 31, 2022	1,857.10	-	-	-
14 Investment in debentures					
	March 31, 2023	15.00	-	-	-
	March 31, 2022	1,800.00	117.60	-	-
15 Redemption of debentures					
	March 31, 2023	-	-	-	-
	March 31, 2022	59.76	-	-	-
16 Loans given to					
	March 31, 2023	658.78	-	-	-
	March 31, 2022	1,431.03	394.30	-	-
17 Loans repaid by					
	March 31, 2023	243.73	-	-	-
	March 31, 2022	1,706.02	248.27	-	-
18 Loans received from					
	March 31, 2023	-	-	-	-
	March 31, 2022	1,294.55	-	-	-
19 Loans repaid to					
	March 31, 2023	146.34	-	-	-
	March 31, 2022	520.93	-	-	-
20 Advances received from customers					
	March 31, 2023	23.31	-	-	-
	March 31, 2022	4.24	-	-	-
21 Advances repaid/ adjusted to customers					
	March 31, 2023	23.29	-	-	-
	March 31, 2022	-	29.84	-	-

GMR AIRPORTS INFRASTRUCTURE LIMITED *

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Notes to the standalone financial statements for the year ended March 31, 2023

(Rs. in crore)

Particulars	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
22 Corporate guarantees/ comfort letters given on behalf of (sanctioned amount)					
	March 31, 2023	-	-	-	-
	March 31, 2022	4,024.31	363.31	-	-
23 Corporate guarantees/ comfort letters extinguished (sanctioned amount)					
	March 31, 2023	3,459.28	-	-	-
	March 31, 2022	397.58	225.60	447.04	-
24 Expenses include the following remuneration to the Key Management Personnel					
a. Short-term employee benefits					
	March 31, 2023	-	-	-	9.40
	March 31, 2022	-	-	-	12.58
b. Sitting fees paid to independent directors					
	March 31, 2023	-	-	-	0.28
	March 31, 2022	-	-	-	0.29
25 Net (loss)/gain on FVTOCI of equity securities					
	March 31, 2023	14,446.42	-	-	-
	March 31, 2022	3,091.94	(131.57)	-	-
26 Exceptional items					
	March 31, 2023	120.57	-	-	-
	March 31, 2022	105.73	-	-	-
27 Issue of equity shares against other receivables by					
	March 31, 2023	-	-	-	-
	March 31, 2022	216.10	-	-	-
(B) Outstanding balances as at the year ended					
1 Loans receivable – Non-Current (Gross)					
	March 31, 2023	878.53	-	-	-
	March 31, 2022	115.96	-	-	-
Loans receivables - credit impaired					
	March 31, 2023	14.53	-	-	-
	March 31, 2022	16.53	-	-	-
2 Loans receivable – Current (Gross)					
	March 31, 2023	-	-	-	-
	March 31, 2022	111.10	-	-	-

(Rs. in crore)

Particulars	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
3 Non trade receivable - Current					
	March 31, 2023	34.39	42.15	-	-
	March 31, 2022	45.06	59.78	0.04	-
4 Advances other than capital advances					
	March 31, 2023	3.00	0.01	-	-
	March 31, 2022	1.41	-	-	-
5 Trade receivables- Current					
	March 31, 2023	6.96	14.92	-	-
	March 31, 2022	-	25.18	-	-
6 Interest accrued on loans and debentures					
	March 31, 2023	24.84	-	-	-
	March 31, 2022	10.54	-	-	-
7 Loans payables – Non current					
	March 31, 2023	258.66	-	-	-
	March 31, 2022	434.20	-	-	-
8 Loans payables – Current					
	March 31, 2023	141.20	40.00	-	-
	March 31, 2022	100.00	40.00	-	-
9 Security deposits paybles – Non current					
	March 31, 2023	19.50	-	-	-
	March 31, 2022	31.50	-	-	-
10 Accrued interest but not due on borrowings					
	March 31, 2023	41.25	-	-	-
	March 31, 2022	16.13	-	-	-
11 Non trade payables - Current					
	March 31, 2023	43.30	-	-	-
	March 31, 2022	26.24	1.12	-	-
12 Non trade payables - Non Current					
	March 31, 2023	-	-	-	-
	March 31, 2022	50.28	-	-	-
13 Advance from customers - Current					
	March 31, 2023	4.26	-	-	-
	March 31, 2022	4.24	-	-	-

(Rs. in crore)

Particulars	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
14 Liability towards losses of subsidiaries					
	March 31, 2023	12.12	-	-	-
	March 31, 2022	24.55	-	-	-
15 Corporate guarantees/ comfort letters/ bank guarantee sanctioned on behalf of					
	March 31, 2023	4,615.32	-	-	-
	March 31, 2022	7,899.22	-	-	-

Notes:

a. The Company has provided securities by way of pledge of investments for loans taken by certain companies.

b. The Holding Company has pledged certain shares held in the Company as security towards the borrowings of the Company and related parties.

c. Also refer note 5 on non-current investments and current investments.

d. Also refer note 14 for non-current borrowings and current borrowings as regards security given by related parties for loans availed by the Company.

e. Remuneration to key managerial personnel does not include provision for leave encashment, gratuity, superannuation and premium for personal accidental policy, if any, as the same are determined for the company

f. The Company has entered into sub-contract agreements with unincorporated joint ventures formed by the Company and other joint venturer under joint operation arrangements. Such joint ventures are rendering services ultimately to an unrelated party. Accordingly, the transactions entered on account of such sub-contract arrangement with the unincorporated joint ventures have not been disclosed above.

g. In the opinion of the management, the transactions reported herein are on arms' length basis.

h. The amount of the outstanding balances as shown above are unsecured and will be settled in due course.

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GMR AIRPORTS INFRASTRUCTURE LIMITED ★

c) Details of significant transactions and outstanding balances with above related parties are as follows:

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
(A) Transaction during the year					
1 Construction revenue/ sale of material					
- GIL SIL JV	March 31, 2023	-	0.71	-	-
	March 31, 2022	-	842.45	-	-
2 Management support services income					
- GHIAL	March 31, 2023	11.95	-	-	-
	March 31, 2022	-	-	-	-
- DIAL	March 31, 2023	20.65	-	-	-
	March 31, 2022	-	-	-	-
- GPUIL	March 31, 2023	25.03	-	-	-
	March 31, 2022	-	-	-	-
3 Interest income - gross					
- RAXA	March 31, 2023	3.67	-	-	-
	March 31, 2022	2.25	-	-	-
- GIDL	March 31, 2023	3.79	-	-	-
	March 31, 2022	3.39	-	-	-
- GPUIL	March 31, 2023	23.97	-	-	-
	March 31, 2022	6.47	-	-	-
- GI(O)L	March 31, 2023	-	-	-	-
	March 31, 2022	36.87	-	-	-
- GGAL	March 31, 2023	-	-	-	-
	March 31, 2022	79.85	-	-	-
- GEL	March 31, 2023	-	-	-	-
	March 31, 2022	-	72.44	-	-
- GBHHPL	March 31, 2023	-	-	-	-
	March 31, 2022	-	38.18	-	-

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
4 Finance cost					
- GHIAL	March 31, 2023	15.53	-	-	-
	March 31, 2022	20.41	-	-	-
- GIDL	March 31, 2023	66.63	-	-	-
	March 31, 2022	69.53	-	-	-
- GAL	March 31, 2023	2.26	-	-	-
	March 31, 2022	31.06	-	-	-
- GCAL	March 31, 2023	-	-	-	-
	March 31, 2022	22.41	-	-	-
5 Legal and professional fees					
- GCAL	March 31, 2023	3.04	-	-	-
	March 31, 2022	2.36	-	-	-
- GBPSPL	March 31, 2023	4.54	-	-	-
	March 31, 2022	15.80	-	-	-
6 Lease rental and equipment hire charges					
- GGAL	March 31, 2023	0.76	-	-	-
	March 31, 2022	0.02	-	-	-
- DIAL	March 31, 2023	-	-	-	-
	March 31, 2022	1.42	-	-	-
7 Repairs and maintenance expenses					
- GADL	March 31, 2023	0.25	-	-	-
	March 31, 2022	0.73	-	-	-
- DIAL	March 31, 2023	0.46	-	-	-
	March 31, 2022	0.46	-	-	-
8 Miscellaneous expenses					
- RSSL	March 31, 2023	0.56	-	-	-
	March 31, 2022	3.75	-	-	-

GMR AIRPORTS INFRASTRUCTURE LIMITED

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
- Indo Tausch	March 31, 2023	-	-	-	-
	March 31, 2022	22.14	-	-	-
9 Proceeds from sale of equity shares					
- GIDL	March 31, 2023	-	-	-	-
	March 31, 2022	1,857.10	-	-	-
10 Investment in debentures/ equity of					
- GCAL	March 31, 2023	15.00	-	-	-
	March 31, 2022	-	-	-	-
- GIDL	March 31, 2023	-	-	-	-
	March 31, 2022	1,800.00	-	-	-
- RSSL	March 31, 2023	-	-	-	-
	March 31, 2022	216.10	-	-	-
- GAIBV	March 31, 2023	-	-	-	-
	March 31, 2022	0.23	-	-	-
11 Loans given to					
- RSSL	March 31, 2023	118.88	-	-	-
	March 31, 2022	12.32	-	-	-
- GHWL	March 31, 2023	308.63	-	-	-
	March 31, 2022	-	-	-	-
- GGAL	March 31, 2023	130.18	-	-	-
	March 31, 2022	194.42	-	-	-
- GASL	March 31, 2023	-	-	-	-
	March 31, 2022	447.03	-	-	-
- GEL	March 31, 2023	-	-	-	-
	March 31, 2022	-	305.30	-	-

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
- GSPHPL					
	March 31, 2023	1.57	-	-	-
	March 31, 2022	197.86	-	-	-
- GPUIL					
	March 31, 2023	-	-	-	-
	March 31, 2022	331.05	-	-	-
12 Loans repaid by					
- RAXA					
	March 31, 2023	36.97	-	-	-
	March 31, 2022	-	-	-	-
- GPUIL					
	March 31, 2023	115.75	-	-	-
	March 31, 2022	-	-	-	-
- GAIBV					
	March 31, 2023	86.59	-	-	-
	March 31, 2022	-	-	-	-
- GASL					
	March 31, 2023	-	-	-	-
	March 31, 2022	624.49	-	-	-
- GIOL					
	March 31, 2023	-	-	-	-
	March 31, 2022	426.44	-	-	-
- GGAL					
	March 31, 2023	-	-	-	-
	March 31, 2022	191.20	-	-	-
- GSPHPL					
	March 31, 2023	-	-	-	-
	March 31, 2022	246.46	-	-	-
13 Loans received from					
- GAL					
	March 31, 2023	-	-	-	-
	March 31, 2022	331.20	-	-	-
- GMRHL					
	March 31, 2023	-	-	-	-
	March 31, 2022	206.77	-		-
- GIDL					
	March 31, 2023	-	-		-
	March 31, 2022	710.50	-		-

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
14 Loans repaid to					
- GIDL					
	March 31, 2023	34.34	-	-	-
	March 31, 2022	55.24	-	-	-
- GAL					
	March 31, 2023	100.00	-	-	-
	March 31, 2022	50.00	-	-	-
- GCAL					
	March 31, 2023	-	-	-	-
	March 31, 2022	175.00	-	-	-
- GMRHL					
	March 31, 2023	-	-	-	-
	March 31, 2022	128.62	-	-	-
- GHIAL					
	March 31, 2023	-	-	-	-
	March 31, 2022	58.80	-	-	-
15 Advances received from customers					
- GHIAL					
	March 31, 2023	3.12	-	-	-
	March 31, 2022	4.24	-	-	-
- DIAL					
	March 31, 2023	18.21	-	-	-
	March 31, 2022	-	-	-	-
16 Advances repaid/ adjusted to customers					
- GHIAL					
	March 31, 2023	5.35	-	-	-
	March 31, 2022	-	-	-	-
- DIAL					
	March 31, 2023	15.95	-	-	-
	March 31, 2022	-	-	-	-
- GIL SIL JV					
	March 31, 2023	-	-	-	-
	March 31, 2022	29.84	-	-	-

GMR AIRPORTS INFRASTRUCTURE LIMITED ★

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
17 Corporate Guarantees/ Comfort Letters given on behalf of (Sanction amount)					
- GPUIL					
	March 31, 2023	-	-	-	-
	March 31, 2022	3,274.31	-	-	-
- GIDL					
	March 31, 2023	-	-	-	-
	March 31, 2022	680.00	-	-	-
18 Corporate Guarantees/ Comfort Letters extinguished on behalf of (sanction amount)					
- GIDL					
	March 31, 2023	1,680.00	-	-	-
	March 31, 2022	-	-	-	-
- KGPL					
	March 31, 2023	-	-	-	-
	March 31, 2022	-	-	447.04	-
- GISPL					
	March 31, 2023	375.18	-	-	-
	March 31, 2022	251.37	-	-	-
- GPUIL					
	March 31, 2023	1,190.00	-	-	-
	March 31, 2022	-	-	-	-
- GBHHPL					
	March 31, 2023	-	-	-	-
	March 31, 2022	-	225.60	-	-
19 Expenses include the following remuneration to the Key Management Personnel					
a. Short-term employee benefits					
- Mr. Grandhi Kiran Kumar					
	March 31, 2023	-	-	-	2.37
	March 31, 2022	-	-	-	1.72
- Mr. Venkat Ramana Tangirala					
	March 31, 2023	-	-	-	1.05
	March 31, 2022	-	-	-	1.26
- Mr. Saurabh Chawla					
	March 31, 2023	-	-	-	5.13
	March 31, 2022	-	-	-	6.25
- Mr. Madhav Terdal					
	March 31, 2023	-	-	-	0.84
	March 31, 2022	-	-	-	3.36

GMR AIRPORTS INFRASTRUCTURE LIMITED

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
b. Sitting fees paid to independent directors					
- Mr. Amarthaluru Subba Rao					
	March 31, 2023	-	-	-	0.06
	March 31, 2022	-	-	-	0.03
- Mr. Sadhu Ram Bansal					
	March 31, 2023	-	-	-	0.06
	March 31, 2022	-	-	-	0.03
- Dr. Emandi Sankara Rao					
	March 31, 2023	-	-	-	0.06
	March 31, 2022	-	-	-	0.03
- Mr. Mundayat Ramachandran					
	March 31, 2023	-	-	-	0.05
	March 31, 2022	-	-	-	0.02
- Mr. R.S.S.L.N. Bhaskarudu					
	March 31, 2023	-	-	-	-
	March 31, 2022	-	-	-	0.04
- Mr. N.C. Sarabeswaran					
	March 31, 2023	-	-	-	-
	March 31, 2022	-	-	-	0.03
- Mrs. V. Siva Kameswari					
	March 31, 2023	-	-	-	-
	March 31, 2022	-	-	-	0.03
20 Exceptional item					
- GCAL					
	March 31, 2023	12.43	-	-	-
	March 31, 2022	24.55	-	-	-
- GAL					
	March 31, 2023	109.81	-	-	-
	March 31, 2022	-	-	-	-
21 Other income					
- GMRHL					
	March 31, 2023	-	-	-	-
	March 31, 2022	0.08	-	-	-
- GPEL					
	March 31, 2023	-	-	-	-
	March 31, 2022	0.05	-	-	-

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
22 Expenses incurred on behalf of others- Cross charges during the year					
- DIAL	March 31, 2023	-	-	-	-
	March 31, 2022	26.49	-	-	-
- GHIAL	March 31, 2023	-	-	-	-
	March 31, 2022	14.15	-	-	-
- GKEL	March 31, 2023	-	-	-	-
	March 31, 2022	9.22	-	-	-
- GPUIL	March 31, 2023	-	-	-	-
	March 31, 2022	9.19	-	-	-
23 Redemption of debentures of					
- GSPHPL	March 31, 2023	-	-	-	-
	March 31, 2022	59.76	-	-	-
24 Rates and taxes					
- GIL SIL JV	March 31, 2023	-	-	-	-
	March 31, 2022	-	15.82	-	-
(B) Outstanding balances as at the year ended					
1 Loans receivable - Non Current (Gross)					
- RAXA	March 31, 2023	108.81	-	-	-
	March 31, 2022	2.20	-	-	-
- GGAL	March 31, 2023	130.18	-	-	-
	March 31, 2022	-	-	-	-
- GHWL	March 31, 2023	308.63	-	-	-
	March 31, 2022	-	-	-	-
- GBPSPL	March 31, 2023	14.53	-	-	-
	March 31, 2022	18.95	-	-	-
- GPUIL	March 31, 2023	268.22	-	-	-
	March 31, 2022	94.81	-	-	-

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Notes to the standalone financial statements for the year ended March 31, 2023

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
Loans receivables - credit impaired					
- GBPSPL	March 31, 2023	(14.53)	-	-	-
	March 31, 2022	(16.53)	-	-	-
2 Loans receivable - Current (Gross)					
- RSSL	March 31, 2023	-	-	-	-
	March 31, 2022	24.69	-	-	-
- GAIBV	March 31, 2023	-	-	-	-
	March 31, 2022	86.40	-	-	-
3 Non trade receivable - Current					
- GPUIL	March 31, 2023	11.13	-	-	-
	March 31, 2022	10.85	-	-	-
- GHVEPL	March 31, 2023	13.40	-	-	-
	March 31, 2022	13.40	-	-	-
- GBHHPL	March 31, 2023	-	14.41	-	-
	March 31, 2022	-	14.53	-	-
- GWEL	March 31, 2023	-	23.71	-	-
	March 31, 2022	-	28.96	-	-
4 Advances other than capital advances					
- GCAL	March 31, 2023	3.00	-	-	-
	March 31, 2022	1.11	-	-	-
5 Trade receivables- Current					
- GIL SIL JV	March 31, 2023	-	14.92	-	-
	March 31, 2022	-	25.18	-	-
- GADL	March 31, 2023	2.58	-	-	-
	March 31, 2022	-	-	-	-

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Notes to the standalone financial statements for the year ended March 31, 2023

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
- GPUIL	March 31, 2023	4.04	-	-	-
	March 31, 2022	-	-	-	-
6 Interest accrued on loans and debentures					
- GBPSPL	March 31, 2023	5.01	-	-	-
	March 31, 2022	6.94	-	-	-
- RAXA	March 31, 2023	2.54	-	-	-
	March 31, 2022	1.52	-	-	-
- GPUIL	March 31, 2023	16.91	-	-	-
	March 31, 2022	-	-	-	-
- GAIBV	March 31, 2023	-	-	-	-
	March 31, 2022	1.73	-		
7 Loans payables – Non Current					
- GIDL	March 31, 2023	258.66	-	-	-
	March 31, 2022	293.00	-	-	-
- GHIAL	March 31, 2023	-	-	-	-
	March 31, 2022	141.20	-	-	-
8 Loans payables – Current					
- GHIAL	March 31, 2023	141.20	-	-	-
	March 31, 2022	-	-	-	-
- GAL	March 31, 2023	-	-	-	-
	March 31, 2022	100.00	-	-	-
- CELEBI	March 31, 2023	-	40.00	-	-
	March 31, 2022	-	40.00	-	-
9 Security deposits paybles – Non current					
- RAXA	March 31, 2023	19.50	-	-	-
	March 31, 2022	31.50	-	-	-

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
10 Accrued interest but not due on borrowings					
- GHIAL	March 31, 2023	9.44	-	-	-
	March 31, 2022	9.43	-	-	-
- GIDL	March 31, 2023	30.71	-	-	-
	March 31, 2022	3.72	-	-	-
- GAL	March 31, 2023	-	-	-	-
	March 31, 2022	2.05	-	-	-
11 Non trade payables - Non Current					
- GPUIL	March 31, 2023	-	-	-	-
	March 31, 2022	50.28	-	-	-
12 Non trade payables - Current					
- GIDL	March 31, 2023	18.50	-	-	-
	March 31, 2022	-	-	-	-
- Indo Taushe	March 31, 2023	22.14	-	-	-
	March 31, 2022	22.14	-	-	-
13 Advance from customer - Current					
- GHIAL	March 31, 2023	2.00	-	-	-
	March 31, 2022	4.24	-	-	-
- DIAL	March 31, 2023	2.26	-	-	-
	March 31, 2022	-	-	-	-
14 Liability towards losses of subsidiaries					
- GCAL	March 31, 2023	12.12	-	-	-
	March 31, 2022	24.55	-	-	-

GMR AIRPORTS INFRASTRUCTURE LIMITED

(Rs. in crore)

Nature of Transaction	Year Ended	Subsidiary Companies/ Fellow Subsidiary Companies	Associates/ Joint Venture/ Associates/ Joint Venture of Fellow Subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
15 Corporate Guarantees/ Comfort Letters/ Bank Guarantee sanctioned on behalf of					
- GMRHL					
	March 31, 2023	944.13	-	-	-
	March 31, 2022	944.13	-	-	-
- GGAL					
	March 31, 2023	635.83	-	-	-
	March 31, 2022	635.83	-	-	-
- GIDL					
	March 31, 2023	-	-	-	-
	March 31, 2022	1,680.00	-	-	-
- GPUIL					
	March 31, 2023	2,259.68	-	-	-
	March 31, 2022	3,274.31	-	-	-

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GMR AIRPORTS INFRASTRUCTURE LIMITED ★

32 Gratuity and other post-employment benefit plans

a) Defined contribution plan

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Provident and pension fund	1.34	0.04
Superannuation fund	0.37	0.02
Total	**1.71**	**0.06**

b) Defined benefit plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (based on last drawn basic) for each completed year of service.

The fund provides a capital guarantee of the balance accumulated and declares interest periodically that is credited to the fund account. Although we know that the fund manager invests the funds as per products approved by Insurance Regulatory and Development Authority of India and investment guidelines as stipulated under section 101 of Income Tax Act, the exact asset mix is unknown and not publicly available. The Trust assets managed by the fund manager are highly liquid in nature and we do not expect any significant liquidity risks. The Trustees are responsible for the investment of the assets of the Trust as well as the day to day administration of the scheme.

The following tables summarise the components of net benefit expense recognised in the standalone statement of profit and loss and the funded status and amounts recognised in the standalone balance sheet for gratuity benefit.

i. Net benefit expenses (recognized in the standalone statement of profit and loss)

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Current service cost	0.12	0.52
Net interest cost on defined benefit obligations	0.03	0.10
Net benefit expenses	**0.15**	**0.62**

ii. Remeasurement (gains)/ loss recognised in other comprehensive income (OCI):

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Actuarial loss on obligations arising from changes in experience adjustments	0.42	-
Actuarial gain on obligations arising from changes in financial assumptions	(0.03)	(0.02)
Actuarial loss/ (gain) arising during the year	**0.39**	**(0.02)**
Return on plan assets (greater)/ less than discount rate	(0.19)	0.19
Actuarial loss recognised in OCI	**0.20**	**0.17**

iii. Net defined benefit asset/ (liability)

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Defined benefit obligation	(2.04)	(1.31)
Fair value of plan assets	1.05	0.54
Plan (liability)/ asset	**(0.99)**	**(0.77)**

iv. Changes in the present value of the defined benefit obligation are as follows:

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Opening defined benefit obligation	1.31	3.01
Current service cost	0.12	0.52
Interest cost on the defined benefit obligation	0.08	0.19
Benefits paid	(0.47)	(0.54)
Acquisition adjustment	0.61	(1.85)
Actuarial loss on obligations arising from changes in experience adjustments	0.42	-
Actuarial gain on obligations arising from changes in financial assumptions	(0.03)	(0.02)
Closing defined benefit obligation	**2.04**	**1.31**

GMR AIRPORTS INFRASTRUCTURE LIMITED ★

v. Changes in the fair value of plan assets are as follows:

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Fair value of assets at end of previous year	0.54	2.21
Interest income on plan assets	0.05	0.10
Contributions by employer	0.13	0.04
Benefits paid	(0.47)	(0.54)
Return on plan assets greater/ (lesser) than discount rate	0.19	(0.19)
Acquisition adjustment	0.61	-
Transfer on account of composite scheme of arrangement (refer note 39)	-	(1.08)
Fair value of asset at the end of current year	**1.05**	**0.54**

The Company expects to contribute Rs. 0.13 crore (March 31, 2022: Rs. 0.04 crore) towards gratuity fund in 2023-24.

vi. The following pay-outs are expected in future years:

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
April 1, 2023	NA	0.25
April 1, 2024	0.12	0.07
April 1, 2025	0.49	0.25
April 1, 2026	0.12	0.08
April 1, 2027	0.31	0.24
April 1, 2028*	0.43	0.85
April 1, 2029 to April 1, 2033	1.27	NA

* for previous year read as April 1, 2028 to April 1, 2032

The average duration of the defined benefit plan obligation at the end of the reporting period is 10 years (March 31, 2022: 10 years).

vii. The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2023	March 31, 2022
Investments with insurer	100%	100%

viii. The principal assumptions used in determining gratuity obligation for the Company's plans are shown below:

Particulars	March 31, 2023	March 31, 2022
Discount rate (in %)	7.30%	7.10%
Salary escalation (in %)	6.00%	6.00%
Employee turnover	5.00%	5.00%
Mortality rate	Refer note 4 below	Refer note 4 below

Notes:

1. Plan assets are fully represented by balance with the Life Insurance Corporation of India.
2. The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Company's policy for plan asset management.
3. The estimates of future salary increase in compensation levels, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
4. As per Indian Assured Lives Mortality (2006-08) (modified) Ultimate
5. Plan Characteristics and Associated Risks:

The Gratuity scheme is a Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be:

a. Interest rate risk : The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase

b. Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation

c. Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

GMR AIRPORTS INFRASTRUCTURE LIMITED

ix. A quantitative sensitivity analysis for significant assumption:

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Discount rate		
Impact on defined benefit obligation due to 1% increase in discount rate	(0.12)	(0.06)
Impact on defined benefit obligation due to 1% decrease in discount rate	0.13	0.07
Salary escalation rate		
Impact on defined benefit obligation due to 1% increase in salary escalation rate	0.10	0.05
Impact on defined benefit obligation due to 1% decrease in salary escalation rate	(0.09)	(0.04)
Attrition Rate		
Impact on defined benefit obligation due to 1% increase in attrition rate [Rs 105,125 {March 31, 2022: Rs 5,300}]	0.01	0.00
Impact on defined benefit obligation due to 1% decrease in attrition rate [Rs (120,437) {March 31, 2022: Rs (10,794)}]	(0.01)	(0.00)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

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GMR AIRPORTS INFRASTRUCTURE LIMITED ★

33 Disclosure in terms of Ind AS 115 - Revenue from contracts with customers

a) **Contract balances:**

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Trade receivables:		
- Current (Gross)	21.89	25.18
Contract liabilities:		
Advance received from customers		
- Current	4.26	4.24

b) Increase/ (decrease) in net contract balances is primarily due:
The movement in receivables and in contract assets is on account of invoicing and collection during the year.

c) Reconciliation of contracted price with revenue during the period -

Particulars	March 31, 2023	March 31, 2022
Opening contracted price of orders	-	**5,146.18**
Add:		
Fresh orders /change orders received (net)	-	-
Increase due to additional consideration recognised as per contractual terms	-	-
Less:		
Transfer on account of composite scheme of arrangement (refer note 39)	-	5,146.18
Orders cancelled during the year	-	-
Closing contracted price of orders	-	-
Total revenue recognised during the year (refer note 39)	-	-
Revenue recognised upto previous year (from orders pending completion at the end of the year)	-	-
Balance revenue to be recognised in future	-	-

d) The Company has a process whereby periodically long term contracts are assessed for material foreseeable losses. At the year ended March 31, 2022, the Company has reviewed and ensured that adequate provision as required under the law/ accounting standards for the material foreseeable losses on such long term contracts has been made in the books of accounts. The Company does not have any derivative contracts at the year ended March 31, 2022.

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SINGHI & CO. LLP CHARTERED ACCOUNTANTS

GMR AIRPORTS INFRASTRUCTURE LIMITED

34 Commitments and contingencies

I Contingencies

In the ordinary course of business, the Company faces claims and assertions by various parties. The Company assesses such claims and assertions and monitors the legal environment on an ongoing basis with the assistance of external legal counsel, wherever necessary. The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the Standalone Financial Statements but does not record a liability in its accounts unless the loss becomes probable.

The following is a description of claims and assertions where a potential loss is possible, but not probable. The Company believes that none of the contingencies described below would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Corporate guarantees availed by the group companies		
(a) sanctioned*	4,615.32	7,899.22
(b) outstanding*^	3,966.21	6,860.62
Put option		
(a) sanctioned	59.95	-
(b) outstanding	59.95	-

*This includes corporate guarantees ('CG') jointly extended by GIL and GPUIL, a fellow subsidiary company sanctioned amount of Rs. 2,092.21 crore and outstanding amount of Rs. 1,569.12 crore (March 31, 2022: sanctioned amount of Rs. 3,940.82 crore and outstanding amount of Rs. 2,905.58 crore) in favour of lender's of its subsidiaries and fellow subsidiaries.

^ Interest accrued, if any, and unpaid is not included above.

Above corporate guarantees include guarantees amount outstanding Rs. 846.07 crore for the loan taken by certain group companies. The Company has approved lending to group companies by way of inter-corporate loans and the same shall be utilized to repay aforementioned outstanding loans of Rs. 846.07 crore against which the Company has given corporate guarantees. Once such loans are repaid by group companies, the corresponding outstanding corporate guarantees reported above shall be reduced by Rs. 846.07 crore.

In addition to the above, the Company had extended certain corporate guarantees amounting to Rs. 2,353.20 crore and outstanding balance Rs. 2,035.67 crore (discounted value Rs. 1,553.12 crore) (March 31, 2022: Rs. 4,784.71 crore and outstanding balance Rs. 3,153.00 crore. (discounted value Rs. 2,618.40 crore)) pertaining to the demerged undertaking which have been transferred to GPUIL pursuant to the Scheme. However, the Company has passed board resolutions/ executed undertakings with GPUIL pursuant to which it is in the process of executing guarantees wherein both the Company and GPUIL shall jointly continue to remain liable for the aforementioned guarantees. This guarantee is not yet executed and the same is in further discussion with the lenders.

In addition to contingent liabilities disclosed above, the Company has outstanding guarantees amounting to Rs. 1,855.00 crore towards loan taken by GIDL and GCAPL as at March 31, 2023. However, subsequent to year end, such loans along with interest accrued thereon have been re-paid by GIDL and GCAPL amounting to Rs. 2,030.90 crore and no-due certificates have been obtained from the respective lenders of the subsidiary companies. Considering the said development, the Company has not considered the outstanding corporate guarantees towards such borrowing as at March 31, 2023.

In addition to above table, following are the additional contingent liabilities:

1 There are numerous interpretative issues relating to the Supreme Court ('SC') judgement on provident fund dated February 28, 2019. As a matter of caution, the Company has evaluated the same for provision on a prospective basis from the date of the SC order and is of the view that no such provision is required. The Company will update its provision, on receiving further clarity on the subject.

2 **Litigations**

The Company is involved in legal proceedings, both as plaintiff and as defendant. The Company believes the following claims to be of material nature:

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Matters relating to direct taxes under dispute	259.61	246.25

Income tax

The Company has ongoing disputes with income tax authorities relating to tax treatment of certain items. These mainly include disallowance of expenses, tax treatment of certain expenses claimed by the Company as deductions and transfer pricing adjustments for related parties transactions etc. Most of these disputes and/ or dis-allowances, being repetitive in nature, have been raised by the income tax authorities consistently in most of the years. The management of the Company has contested all these additions/ disallowances, by way of appeal before the appellate authorities and the same are yet to be disposed off.

II Commitments

a. Other commitments

1 The Company has committed to provide financial assistance as tabulated below:

(Rs. in crore)

Nature of relationship	Outstanding commitment for financial assistance	
	March 31, 2023	March 31, 2022
Subsidiaries/ fellow subsidiaries	25.53	86.27
Total	**25.53**	**86.27**

2 The Company has extended comfort letters to provide continued financial support to certain subsidiaries/ joint ventures/ associates to ensure that these subsidiaries are able to meet their debts, commitments (including commitments towards investee entities) and liabilities as they fall due and they continue as going concerns.

3 The Company has certain long term unquoted investments which have been pledged as security towards loan facilities sanctioned to the company and the investee Companies.

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35 Disclosures on Financial instruments

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2.2 (b) and 2.2 (n), to the standalone financial statements.

(a) Financial assets and liabilities

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2023 and March 31, 2022.

As at March 31, 2023 (Rs. in crore)

Particulars	Fair value through other comprehensive income	Amortised cost	Total carrying value	Total fair value
Financial assets				
(i) Investments	26,956.45	-	26,956.45	26,956.45
(ii) Loans	-	864.00	864.00	864.00
(iii) Trade receivables	-	21.89	21.89	21.89
(iv) Cash and cash equivalents	-	2,457.36	2,457.36	2,457.36
(v) Bank balances other than cash and cash equivalents	-	5.01	5.01	5.01
(vi) Other financial assets	-	103.29	103.29	103.29
Total	**26,956.45**	**3,451.55**	**30,408.00**	**30,408.00**
Financial liabilities				
(i) Borrowings	-	2,959.51	2,959.51	2,959.51
(ii) Trade payables	-	16.28	16.28	16.28
(iii) Other financial liabilities	-	449.77	449.77	449.77
(iv) Financial guarantee contracts	-	2.91	2.91	2.91
Total	-	**3,428.47**	**3,428.47**	**3,428.47**

As at March 31, 2022

Particulars	Fair value through other comprehensive income	Amortised cost	Total carrying value	Total fair value
Financial assets				
(i) Investments	12,613.61	-	12,613.61	12,613.61
(ii) Loans	-	210.58	210.58	210.58
(iii) Trade receivables	-	25.18	25.18	25.18
(iv) Cash and cash equivalents	-	15.37	15.37	15.37
(v) Other financial assets	-	120.51	120.51	120.51
Total	**12,613.61**	**371.64**	**12,985.25**	**12,985.25**
Financial liabilities				
(i) Borrowings	-	759.87	759.87	759.87
(ii) Trade payables	-	18.40	18.40	18.40
(iii) Other financial liabilities	-	376.67	376.67	376.67
(iv) Financial guarantee contracts	-	6.97	6.97	6.97
Total	-	**1,161.91**	**1,161.91**	**1,161.91**

(b) Fair value hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and mutual fund investments.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

GMR AIRPORTS INFRASTRUCTURE LIMITED

(Rs. in crore)

Particulars	Fair value measurements at reporting date using			
	Total	Level 1	Level 2	Level 3
March 31, 2023				
Financial assets				
Investments in subsidiaries	26,956.45	-	-	26,956.45
March 31, 2022				
Financial assets				
Investments in subsidiaries	12,613.61	-	-	12,613.61

(i) Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.

(ii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

(iii) The fair values of the unquoted equity shares have been estimated using a discounted cash flow ('DCF') method and market approach method. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

(iv) There have been no transfers between Level 1, Level 2 and Level 3 for the year ended March 31, 2023 and year ended March 31, 2022.

(v) Reconciliation of fair value measurement of unquoted investments classified as FVTOCI assets:

(Rs. in crore)

Particulars	Total
As at April 01, 2021	**13,697.14**
Acquisition of equity shares, debentures and preference shares	2,016.33
Other adjustments	242.71
Sales/ redemption during the year	(1,855.03)
Re-measurement recognised in OCI	2,960.37
Transfer on account of composite scheme of arrangement (refer note 39)	(4,447.91)
As at March 31, 2022	**12,613.61**
Other adjustments	(103.58)
Re-measurement recognised in OCI	14,446.42
As at March 31, 2023	**26,956.45**

(vi) The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at March 31, 2023 and March 31, 2022 are as shown below:

Description of significant unobservable inputs to valuation:

Sector wise unquoted equity Securities	Valuation technique	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
FVTOCI assets in unquoted equity shares	Combination of DCF method and market approach method	Discounting rate (Cost of Equity)	**March 31, 2023:** 11.50 % to 16.50% **March 31, 2022:** 10.50 % to 20.00%	1% increase in the discounting rate will have a significant adverse impact on the fair value of equity investments.

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(c) Financial risk management objectives and policies

In the course of its business, the Company is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the Board of Directors. The risk management framework aims to:

(i) create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan.

(ii) achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

i) Market risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

(a) Market risk- Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

(i) Interest rate risk exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Fixed rate borrowings (include current borrowing)	2,959.51	759.87
Total borrowings	**2,959.51**	**759.87**

(b) Market risk- Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's investing and financing activities. The Company's exposure to foreign currency changes from operating activities is not material.

No hedge contract entered for the year ended March 31, 2023 and March 31, 2022.

The following table shows foreign currency exposure in US Dollar and Euro on financial instruments at the end of reporting period. The exposure to all other foreign currencies are not material.

Particulars	Currency	March 31, 2023		March 31, 2022	
		Amount in foreign currency (crore)	Amount in Rs. (crore)	Amount in foreign currency (crore)	Amount in Rs. (crore)
Borrowings	USD	2.50	205.43	2.50	189.48
Non trade payables/ trade payables	USD	0.02	1.91	0.02	1.75
Other financial liabilities	USD	0.94	77.22	0.69	52.29
Loans	USD	-	-	1.14	86.40
Other financial assets	USD	-	-	0.02	1.73
Borrowings	EURO	33.08	2,958.91	-	-
Other financial liabilities	EURO	0.05	4.38	-	-

Foreign currency sensitivity

Particulars	Change in Euro rate	Change in USD rate	Effect on profit before tax (Euro)	Effect on profit before tax (USD)
March 31, 2023				
Increase	5.00 %	5.00 %	(14,816.47)	(1,422.82)
Decrease	(5.00)%	(5.00)%	14,816.47	1,422.82
March 31, 2022				
Increase	NA	4.65%	NA	(7.22)
Decrease	NA	-4.65%	NA	7.22

* Exchange rate of Rs. 82.17/ USD (March 31, 2022: Rs. 75.79/ USD) has been takem from FEDAI website

* Exchange rate of Rs. 89..44/ Euro has been takem from FEDAI website

ii) Credit risk

Credit risk is the risk of financial loss arising from counterpart's failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of credit worthiness as well as concentration risks. The Company has a policy of dealing only with credit worthy counter-parties and obtaining sufficient collateral, where appropriate as a means of mitigating the risk of financial loss from defaults.

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Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables/unbilled revenue, loans receivables, investments in debt securities of group companies, balances with bank, bank deposits and financial guarantees provided by the Company. None of the financial instruments of the Company result in material concentration of credit risk except investment in preference shares/debentures made by the Company in its group companies and loans provided to its group companies. The credit risk in respect of such investments in preference shares/ debentures and loans are assessed on the basis of the fair value of the respective group companies determined based on their business plans. Also refer note 31 for the details of such instruments.

The carrying value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was Rs. 30,408.00 crore and Rs. 12,985.25 crore as at March 31, 2023 and March 31, 2022 respectively, being the total carrying value of investments, loans, trade receivables, balances with bank, bank deposits and other financial assets.

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major customers. The Company does not hold collateral as security.

The following table summarises the changes in the loss allowance measured using ECL:

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Opening balance*	-	31.97
Amount provided/ (transferred) during the year (net) (refer note 39)	-	(31.97)
Closing provision*	-	-

* Pertains to provision for doubtful receivables and unbilled revenue.

Reconciliation of loss allowance provision- Loans and other financial assets

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Opening balance	16.53	1,186.29
Amount provided/ (transferred) during the year (net) (refer note 39)	(2.00)	(1,169.76)
Closing provision	14.53	16.53

Credit risk from balances with bank and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

In respect of financial guarantees provided by the Company to banks and financial institutions, the maximum exposure which the Company is exposed to is the maximum amount which the Company would have to pay if the guarantee is called upon. Based on the expectation at the end of the reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the guarantees provided.

iii) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through commercial paper programs, non-convertible debentures and other debt instruments. The Company invests its surplus funds in bank fixed deposit and in mutual funds, which carry no or low market risk.

The Company monitors its risk of shortage of funds on a regular basis. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures, preference shares, sale of assets and strategic partnership with investors, etc.

The following table shows a maturity analysis of the anticipated cash flows excluding interest obligations for the Company's financial liabilities on an undiscounted basis, which therefore differ from both carrying value and fair value.

(Rs. in crore)

Particulars	0-1 year	1 to 5 year	> 5 year	Total
March 31, 2023				
Borrowings	181.20	258.66	3,164.34	3,604.20
Other financial liabilities	318.15	131.62	-	449.77
Trade payables	16.28	-	-	16.28
	515.63	**390.28**	**3,164.34**	**4,070.25**
March 31, 2022				
Borrowings	140.00	434.20	189.48	763.68
Other financial liabilities	123.83	252.84	-	376.67
Trade payables	18.40	-	-	18.40
	282.23	**687.04**	**189.48**	**1,158.75**

(i) The above excludes any financial liabilities arising out of financial guarantee contract as detailed in note 34.
(ii) For range of interest of borrowings, repayment schedule and security details refer note 14.

GMR AIRPORTS INFRASTRUCTURE LIMITED

36 Capital management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Company.

The Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations and sale of certain assets, long term and short term bank borrowings and issue of non-convertible debt securities and strategic partnership with investors.

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares and debentures, share premium and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is total debt divided by total capital plus total debt. The Company's policy is to keep the gearing ratio at an optimum level to ensure that the debt related covenants are complied with (refer note 2.1).

(Rs. in crore)

Particulars	March 31, 2023	March 31, 2022
Borrowings (refer note 14)	2,959.51	759.87
Less: Cash and cash equivalents (refer note 11(a))	2,457.36	15.37
Total debts (A)	**502.15**	**744.50**
Capital components		
Equity share capital	603.59	603.59
Other equity	21,319.32	9,788.24
Total capital (B)	**21,922.91**	**10,391.83**
Capital and borrowings C= (A+B)	**22,425.06**	**11,136.33**
Gearing ratio (%) D= (A/C)	**2.24%**	**6.69%**

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and 31 March 31, 2022.

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37 Disclosure as per Part A of Schedule V of securities (listing obligations and disclosures requirements) Regulations, 2015 as regards the loans and inter-corporate deposits granted to subsidiaries, fellow subsidiaries, joint ventures, associates and other companies in which the directors are interested.

(Rs. in crore)

Name of the entity	Relationship		Amount outstanding as at		Maximum amount outstanding during the year ended		Investment by loanee in the shares of the parent Company
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
Loans given/ debentures subscribed^							
- GBPSPL[1]	Subsidiary	Subsidiary	14.53	18.95	18.95	18.95	Nil
- RSSL[1]	Subsidiary	Subsidiary	108.81	26.89	108.81	26.89	Nil
- GPUIL[1]	Fellow Subsidiary	Fellow Subsidiary	268.22	331.05	382.46	375.15	Nil
- GGAL[1]	Fellow Subsidiary	Fellow Subsidiary	130.18	-	130.18	-	Nil
- GHWL[1]	Fellow Subsidiary	Fellow Subsidiary	308.63	-	308.63	-	Nil
- GCAL[1]	Subsidiary	Subsidiary	2.27	-	2.27	-	Nil
- GETL[1]	Fellow Subsidiary	Fellow Subsidiary	2.50	-	2.50	-	Nil
- GSPHL[1]	Fellow Subsidiary	Fellow Subsidiary	1.57	-	1.57	-	Nil
- GIDL[1]	Subsidiary	Subsidiary	41.82	-	41.82	-	Nil
- GAIBV[1]	Subsidiary	Subsidiary	-	86.40	86.40	86.40	Nil
- GIDL[2]	Subsidiary	Subsidiary	4,138.50	4,138.50	4,138.50	4,138.50	Nil
- GCAL[2]	Subsidiary	Subsidiary	15.00	-	15.00	-	Nil

1. Loans given
2. Debentures subscribed
^ The above balances does not include interest accrued thereon and equity component of preference shares/ loans/ debentures given at concessional rates.

38 Interest in significant investment in subsidiaries, joint ventures and associates as per Ind AS- 27

Name of the entity	Relationship		Ownership interest		Date of incorporation	Country of Incorporation/ Place of business
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022		
DIAL* [200 Equity shares (March 31, 2022 - 200 Equity shares)]	Subsidiary	Subsidiary	0.00%	0.00%	01-Mar-06	India
GIDL	Subsidiary	Subsidiary	99.99%	99.99%	28-Mar-17	India
GAL	Subsidiary	Subsidiary	30.00%	30.00%	06-Feb-92	India
GCAL	Subsidiary	Subsidiary	100.00%	100.00%	22-Dec-06	India
GAIBV	Subsidiary	Subsidiary	0.01%	0.10%	28-May-18	Netherland
GHIAL* [1,000 Equity shares (March 31, 2022 - 1,000 Equity shares)]	Subsidiary	Subsidiary	0.00%	0.00%	17-Dec-02	India
RSSL	Subsidiary	Subsidiary	100.00%	100.00%	29-Jul-05	India

* Rounded off to two decimals.

Note:-
1. The above disclosure does not include step down subsidiaries, joint ventures and associates and are with respect to subsidiaries, joint ventures and associates existing as at the balance sheet date.
2. During the year ended March 31, 2022, the Company has sold 9% stake in GAL to GIDL.
3. During the year ended March 31, 2022, the Company acquired stake in RSSL from GASL.

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WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

GMR AIRPORTS INFRASTRUCTURE LIMITED ★

39 Composite Scheme of arrangement

The composite scheme of amalgamation and arrangement for amalgamation of GMR Power Infra Limited ('GPIL') ('Transferor Company') with the Company and demerger of Engineering Procurement and Construction ('EPC') business and Urban Infrastructure Business of the Company (including Energy business) into GMR Power and Urban Infra Limited ('GPUIL') ('Scheme') was approved by the Hon'ble National Company Law Tribunal, Mumbai bench ('the Tribunal') vide its order dated December 22, 2021 (formal order received on December 24, 2021). The said Tribunal order was filed to the Registrar of Companies by Company, GPIL and GPUIL on December 31, 2021 thereby making the Scheme effective on that date. Accordingly, assets and liabilities of the EPC business and Urban Infrastructure business (including Energy business), as approved by the board of directors pursuant to the Scheme stand transferred and vested into GPUIL on April 1, 2021, being the Appointed date as per the Scheme.

Accounting of amalgamation of the Transferor Company into the Company

i) On the Scheme becoming effective on December 31, 2021 ('Effective Date'), the Company had accounted for the amalgamation in accordance with "Pooling of interest method" laid down by Appendix C of Ind AS 103 (Business combinations of entities under common control) notified under the provisions of the Companies Act, 2013.

ii) The entire share capital of the Transferor Company is held by the Company (directly and/ or indirectly through subsidiaries and nominees) and hence no consideration is payable pursuant to the amalgamation. Shares held by the Company, its subsidiaries and nominees in the Transferor Company stand cancelled without any further act, application or deed

iii) The Company had recorded all the assets, liabilities and reserves of the Transferor Company, vested in the Company pursuant to the Scheme, at their existing carrying amounts

iv) The loans and advances or payables or receivables or any other investment or arrangement of any kind, held inter se, between the Transferor Company and the Company had been cancelled.

v) The difference between the book value of assets, liabilities and reserves as reduced by the face value of the equity shares issued by the Company and after considering the cancellation of inter-company investments was recorded in other equity of the Company.

The book value of assets, liabilities and reserves acquired from Transferor Company were:

(Rs. in crore)

Particulars	Amount
Assets	
Non-current assets	
Property, plant and equipment	0.25
Intangible assets	3.35
Financial assets	
Investments	9.72
	13.32
Current assets	
Financial assets	
Trade receivables	0.46
Cash and cash equivalents	0.32
Other financial assets	0.01
Other current assets	0.12
	0.91
Total assets	**14.23**
Liabilities	
Current liabilities	
Financial liabilities	
Borrowings	18.08
Trade payables	0.03
Other financial liabilities	4.51
Total liabilities	**22.62**
Net assets acquired	(10.09)
Less: Equity shares issued to the shareholders of the Transferor Company	-
Deficit of the net assets aquired over the equity shares issued to the shareholder of the Transferor Company	**(10.09)**

The aforementioned excess of the equity shares issued over the net assets aquired have been adjusted as follows:

Equity component of related party loans	1.24
Retained earnings	(11.33)
	(10.09)

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

GMR AIRPORTS INFRASTRUCTURE LIMITED *

Demerger

The said Tribunal order was filed with the Registrar of Companies by the Company, GPIL and GPUIL on December 31, 2021 thereby making the Scheme effective on that date. Accordingly, assets and liabilities of the EPC business and Urban Infrastructure business (including Energy business), as approved by the board of directors pursuant to the Scheme stand transferred and vested into GPUIL on April 1, 2021, being the Appointed date as per the Scheme and effective date being December 31, 2021 ('Effective Date').

Accounting of demerger of the Demerged Undertaking from the Company

i) On the Scheme becoming effective, all the assets and liabilities pertaining to the Demerged Undertaking (difference between the assets and liabilities hereinafter referred to as "Net assets"), have ceased to be the assets and liabilities of the Demerged Company and transferred to the Company at the carrying value in accordance with the Scheme. Accordingly, such net assets have been de-recognized in the books of the Company with effect from the effective date i.e. December

(a) The Company has adjusted the difference between the carrying value of assets and liabilities to its reserves in the following order:

(i) adjustments have been first made to de-recognize specific reserve balances pertaining to the Demerged Undertaking, to the extent identifiable

(ii) after taking effect of (a) above, in case of

(A) unadjusted debits, adjustments shall be made as follows:

1) to securities premium account, to the extent of balance therein; and then

2) to retained earnings.

(B) unadjusted credits, adjustments shall be recognized as capital reserve account.

The book value of assets and liabilities transferred as at the effective date are as under

(Rs. in crore)

Particulars	Amount
Assets	
Non-current assets	
Property, plant and equipment	109.67
Intangible assets	3.12
Financial assets	
Investments	4,544.59
Trade receivables	175.21
Loans	1,287.97
Other financial assets	140.08
Other non-current assets	5.04
	6,265.68
Current assets	
Inventories	108.49
Financial assets	
Investments	0.20
Trade receivables	80.76
Cash and cash equivalents	7.26
Bank balances other than cash and cash equivalents	48.59
Loans	263.82
Other financial assets	1,228.38
Other current assets	83.71
	1,821.21
Total assets	**8,086.89**
Liabilities	
Non-current liabilities	
Financial liabilities	
Borrowings	3,820.61
Other financial liabilities	53.25
Provisions	1.36
	3,875.22
Current liabilities	
Financial liabilities	
Borrowings	762.94
Trade payables	
(a) Total outstanding dues of micro enterprises and small enterprises	95.49
(b) Total outstanding dues of creditors other than (a) above	466.31
Other financial liabilities	1,781.05
Other current liabilities	45.01
Provisions	3.56
	3,154.36
Total liabilities	**7,029.58**
Net assets transferred	**1,057.31**

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
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Utilisation of reserves for transfer of net assets pursuant to the Scheme

(Rs. in crore)

Particulars	Amount
Fair Valuation Through Other Comprehensive Income ('FVTOCI') reserve	8,800.21
Foreign currency monetary translation reserve ('FCMTR')	187.38
Equity component of Related Party Loans	(1.24)
Securities premium	(10,010.98)
Retained earnings	(32.68)
	(1,057.31)

The financial performance and cash flow information for the Demerged Undertaking for the period from April 01, 2021 upto the Effective Date are as und

(Rs. in crore)

Particulars	Amount
Total income	1,136.63
Total expenses	1,229.36
Loss before exceptional items and tax	(92.73)
Exceptional items expense	(57.74)
Loss before tax	(150.47)
Tax expense	-
Loss after tax	**(150.47)**
Other comprehensive loss	559.68
Total comprehensive income from discontinued operation	**409.21**
Net cash generated from operating activities	131.49
Net cash generated from investing activities	429.55
Net cash used in financing activities	(577.92)
Net decrease in cash and cash equivalents from discontinued operation	**(16.88)**

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GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203MH1996PLC281138
Notes to the standalone financial statements for the year ended March 31, 2023

40 Ratios to disclosed as per requirement of Schedule III to the Act

	Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	Variance	Reasons for variance
a.	Current ratio	Current assets	Current liabilities	4.80	0.97	392.52%	Improvement in liquidity position
b.	Debt- Equity Ratio	Debt	Equity	0.13	0.07	84.62%	Due to increase in borrowings
c.	Debt service coverage ratio	Earnings available for debt service	Debt service	0.03	0.22	(87.69)%	Decrease in profit available for debt and principal repayment during the financial year ended March 31, 2023
d.	Return on equity ratio	Profit/ (loss) for the period	Average shareholder's equity	0.06 %	(3.08)%	101.92%	Improvement in profitability during the financial year ended March 31, 2023
e.	Trade receivables turnover ratio	Net sales	Average trade receivable	2.74	3.43	(20.20)%	Not applicable
f.	Trade payable turnover ratio	Net credit purchases	Average trade payables	0.04	1.67	(97.72)%	Due to increase in trade payables
g.	Net capital turnover ratio	Net sales	Working capital	0.03	(110.31)	100.03%	Due to higher balance of cash and cash equivalents
h.	Inventory turnover ratio	Net sales	Average inventory	NA	22.07	NA	Due to trasfer to demerged entity pursuant to scheme of arrangement
i.	Net profit ratio	Net profit/ (loss)	Net sales	14.84 %	(35.69)%	141.60%	Improvement in net profit during the financial year ended March 31, 2023
j.	Return on investment ratio	Gain/ loss on Investments	Average investment	73.02%	11.89%	514.17%	On account of change in fair value of investments during the year ended March 31, 2022
k.	Return on capital employed	Earning before interest and taxes	Capital employed	2.36%	5.69%	(58.53)%	Due to higher earning before interest and tax during the financial year ended March 31, 2022

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WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

GMR AIRPORTS INFRASTRUCTURE LIMITED *

41 **Reconciliation of liabilities arising from financing activities pursuant to Ind AS - 7 'Statement of Cash Flows'**

(Rs. in crore)

Particulars	Borrowings (refer note 14)
As at April 01, 2022	**759.87**
Cash flow changes:	
Proceeds from borrowings	2,931.77
Repayment of borrowings	(134.34)
Non-cash changes	
Transfer to equity^ (refer note 14(2))	(640.56)
Foreign exchange fluctuations	42.77
As at March 31, 2023	**2,959.51**
As at April 01, 2021	**5,136.11**
Cash flow changes:	
Proceeds from borrowings	1,219.75
Repayment of borrowings	(1,053.16)
Non-cash changes	
Transfer due to demerger	(4,583.23)
Foreign exchange fluctuations	40.40
As at March 31, 2022	**759.87**

^ equity component of FCCB transferred to equity Rs. 640.56 crore (inclusive of deferred tax Rs. 161.21 crore)

42 **Additional disclosure pursuant to schedule III of Companies Act 2013**

i) The Company does not have any benami property, where any proceeding has been initiated or pending against the Group for holding any benami property.

ii) The Company does not have any transactions/ balances with companies struck off under section 248 of Companies Act, 2013 to the best of knowledge of the management.

iii) The Company has not traded or invested funds in crypto currency of virtual currency.

iv) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

v) Except for the information given in the table below, the Company has not received any fund from any person(s) or entity(ies), including foreign entities(Funding Party) with the understating (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

Date and amount of fund received from Funding parties with complete details of each Funding party					Date and amount of fund further advanced or loaned or invested other Intermediaries or Ultimate Beneficiaries along with complete details of the other intermediaries or ultimate beneficiaries				Date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries
S. No.	Name of Funding Party	Loan/ Investment/ Advance	Date	Amount (Rs. in crore)	Name of ultimate beneficiary	Loan/ Investment/ Advance	Date	Amount (Rs. in crore)	
1	Aéroports de Paris S.A.	Foreign Curreny Convertible Bonds (FCCB's)	March 28, 2023	2,931.77	RAXA Security Services Ltd	Loan	March 28, 2023	75.00	NA
2					RAXA Security Services Ltd	Loan	March 31, 2023	1.73	NA
3					GMR Generation Assets Limited	Loan	March 28, 2023	125.00	NA
4					GMR Generation Assets Limited	Loan	March 31, 2023	5.18	NA
5					GMR Highways Limited	Loan	March 28, 2023	300.00	NA
6					GMR Highways Limited	Loan	March 31, 2023	8.63	NA
7					GMR Corporate Affairs Limited	Loan	March 31, 2023	2.27	NA
8					GMR Energy Trading Limited	Loan	March 31, 2023	2.50	NA
9					GMR SEZ Port Holdings Private	Loan	March 31, 2023	1.57	NA
10					GMR Infra Developers Limited	Loan	March 28, 2023	41.82	NA

We confirm that, we have complied with the provisions of Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act, 2013 (to the extent applicable) for the above transactions. Further, above transactions are contractual in nature and not in violation of the Prevention of Money-Laundering Act, 2002 (15 of 2003) and any other regulatory compliance.

vi) The Company has used borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

vii) The Company has not been declared willful defaulter by any bank or financial institution or other lender.

viii) The Company does not have any such transaction which is not recorded in books of account that has been surrendered or disclosed as income during the year in the tax assessments (such as, search or survey or any other relevant provisions) under Income Tax Act, 1961.

ix) The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period.

x) Since the Holding company is NBFC, hence provision of number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

GMR AIRPORTS INFRASTRUCTURE LIMITED

xi) The Company has not granted any loans or advances in nature of loan, either repayable on demand or without specifying any terms or period of repayment, to promoters, directors, KMPs and the related parties.

xii) Disclosure as per section 186 of Companies Act 2013

The details of loans, guarantees and investments under section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

(i) Details of investments made are given in note 5.

(ii) Details of loan given by the company and guarantees issued as at March 31, 2023 and March 31, 2022 refer note 6 and note 31.

xiii) The Company is in compliance with the requirement of Section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

xiv) The quarterly return/ statement of current assets filed by the Company with bank and financial institutions in relation to secured borrowings wherever applicable are in agreement with books of accounts.

Quarter and Nature of reporting	Name of bank	Particulars of securities provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Difference	Reason for material discrepancies
June 30, 2021 - Current Assets	Bank of Baroda	1. Current assets of the Company (DFCC Project Package 202); 2. The Escrow Account (in the name of GIL-SIL JV) maintained for the purpose of Project Package 202 along with other working capital as well as term loan lenders and equipment financed by Laksmi Vilas Bank ('LVB')	648.79	598.88	49.91	The Company files quarterly returns for current assets and current liabilities pertains to Project Package 202 which includes current assets and current liabilities of the company and GIL SIL JV. The figures included in the table as per books is for the Compay. The quarterly statement is further splited between the Company and GIL SIL JV and the Company figures are reconciled with the books of accounts.
September 30, 2021 - Current Assets			653.68	530.85	122.83	
December 30, 2021- Current Assets			676.01	664.78	11.23	
June 30, 2021 - Current Liabilities			856.85	715.49	141.36	
September 30, 2021 - Current Liabilities			863.66	645.13	218.53	
December 31, 2021 - Current Liabilities			889.04	772.81	116.23	

43 The composite scheme of amalgamation and arrangement for amalgamation of GMR Power Infra Limited ('GPIL') with the Company and demerger of Engineering Procurement and Construction ('EPC') business and Urban Infrastructure Business of the Company (including Energy business) into GMR Power and Urban Infra Limited ('GPUIL') ('Scheme') was approved by the Hon'ble National Company Law Tribunal, Mumbai bench ('the Tribunal') vide its order dated December 22, 2021 (formal order received on December 24, 2021). The said Tribunal order was filed to the Registrar of Companies by Company, GPIL and GPUIL on December 31, 2021 thereby making the Scheme effective. Accordingly, assets and liabilities of the EPC business and Urban Infrastructure business (including Energy business), as approved by the board of directors pursuant to the Scheme stand transferred and vested into GPUIL on April 1, 2021, being the Appointed date as per the Scheme. The Standalone financial statements of the Company do not have any impact of the Composite Scheme, however as per the applicable Ind AS, the EPC business and Urban Infrastructure Business (including Energy business) have been classified for all periods presented as discontinued operations.

(Rs. in crore)

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Total income	-	1,136.63
Total expenses	-	1,229.36
Loss before exceptional items and tax	-	(92.73)
Exceptional items (expense)	-	(57.74)
Loss before tax	-	(150.47)
Tax credit	-	-
Loss after tax	-	(150.47)

44 The Board of directors in its meeting held on March 19, 2023 had approved, a detailed Scheme of Merger of GAL with GIDL followed by merger of GIDL with the Company. The Scheme is subject to the receipt of requisite approvals from, the Securities and Exchange Board of India ('SEBI'), through the stock exchanges, the Reserve Bank of India, the National Company Law Tribunal ('NCLT'), other statutory and regulatory authorities under applicable laws and respective shareholders and creditors. Subsequent to the financial year ended March 31, 2023, the Company has filed the Scheme with stock exchanges for their approval.

45 The Company is in the process of conducting a transfer pricing study as required by the transfer pricing regulations under the IT Act ('regulations') to determine whether the transactions entered during the year ended March 31, 2022, with the associated enterprises were undertaken at "arm's length price". The management confirms that all the transactions with associated enterprises are undertaken at negotiated prices on usual commercial terms and is confident that the aforesaid regulations will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

46 The Code of Social Security, 2020 ("Code") relating to employee benefits during employment and post employment received Presidential assent in September 2020. Subsequently the Ministry of Labour and Employment had released the draft rules on the aforementioned code. However, the same is yet to be notified. The Company will evaluate the impact and make necessary adjustments to the financial statements in the period when the code will come into effect.

47 Previous year's figures have been regrouped/ reclassified, wherever necessary to confirm to current year's classification.

GMR AIRPORTS INFRASTRUCTURE LIMITED

48 Certain amounts (currency value or pecentages) shown in the various tables and paragraphs included in the standalone financial statements have been rounded off or truncated as deemed appropriate by company.

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm registration number: 001076N/ N500013

Danish Ahmed
Partner
Membership number: 522144

Place: New Delhi
Date: May 27, 2023

For and on behalf of the Board of Directors

G. M. Rao
Chairman
DIN: 00574243
Place: Dubai

Grandhi Kiran Kumar
Managing Director and Chief Executive Officer
DIN: 00061669
Place: Dubai

Saurabh Chawla
Chief Financial Officer
Place: Washington, D.C.

Date: May 27, 2023

Venkat Ramana Tangirala
Company Secretary
Membership Number: A13979
Place: New Delhi

Walker Chandiok & Co LLP
21st Floor, DLF Square
Jacaranda Marg, DLF Phase II
Gurugram – 122 002
India

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Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of GMR Airports Infrastructure Limited (formerly known as 'GMR Infrastructure Limited') pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of GMR Airports Infrastructure Limited (formerly known as 'GMR Infrastructure Limited')

1. We have reviewed the accompanying statement of consolidated unaudited financial results ('the Statement') of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures (refer Annexure 1 for the list of subsidiaries, associates and joint ventures included in the Statement) for the quarter ended 30 June 2023, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').

2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by the SEBI under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

4. Based on our review conducted and procedures performed as stated in paragraph 3 above and upon consideration of the review reports of the other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. We draw attention to:

   a. Note 4(a) and 4(b) to the accompanying Statement, which describes the uncertainty relating to the outcome of litigation pertaining to the costs related to procurement of security equipment, construction of residential quarters for Central Industrial Security Force deployed at the Rajiv Gandhi International Airport, Hyderabad and other costs which have been adjusted from the PSF (SC) Fund upto 31 March 2018, pending final decision from the Hon'ble High Court of Telangana. Our conclusion is not modified in respect of this matter.

      The above matter has also been reported as an emphasis of matter in the review report dated 27 July 2023 issued by us along with other joint auditor on the standalone financial results for the period ended 30 June 2023 of GMR Hyderabad International Airport Limited, a subsidiary of the Holding Company.

   b. Note 2 to the accompanying Statement, in relation to ongoing litigation/arbitration proceedings between the subsidiary Company, Delhi International Airport Limited ('DIAL') and Airport Authority of India (AAI) in respect of Monthly Annual Fee (MAF) for the period 1 April 2020 to 31 March 2022 for which DIAL has sought to be excused from making payment to AAI as triggered from a force majeure event, which could have a significant impact on the accompanying Statement, if the potential exposure were to materialize. The outcome of such litigation/arbitration proceedings is currently uncertain and basis internal assessment and legal opinion, pending final outcome of the litigation, the management is of the view that no further adjustments are required to be made to the accompanying Statement for the aforesaid matter. Our conclusion is not modified in respect of this matter.

      The above matter in relation to ongoing litigation has also been reported as an emphasis of matter in the review report dated 14 August 2023 issued by us along with other Joint auditor on the standalone financial results for the period ended 30 June 2023 of DIAL, a subsidiary of the Holding Company.

6. We have jointly reviewed with another auditor, the interim financial results of 2 subsidiaries included in the Statement, whose financial information reflects (before adjustments for consolidation) total revenues (including other income) of Rs. 1,672.73 crore, total net profit after tax of Rs. 163.07 crore and total comprehensive loss of Rs. 18.09 crore for the quarter ended 30 June 2023, as considered in the Statement. For the purpose of our conclusion on the consolidated financial results, we have relied upon the work of such other auditor, to the extent of work performed by them.

7. We did not review the interim financial results of 17 subsidiaries included in the Statement, whose financial information reflect (before adjustments for consolidation) total revenues of Rs. 614.14 crore, total net loss after tax of Rs. 146.18 crore, total comprehensive income of Rs. 73.33 crore for the quarter ended 30 June 2023, as considered in the Statement. The Statement also includes the Group's share of net profit after tax of Rs. 2.90 Crore and total comprehensive income of Rs. 2.94 crore, for the quarter ended 30 June 2023, as considered in the Statement, in respect of 1 associate and 9 joint ventures (including 4 joint ventures consolidated for the quarter ended 31 March 2023, with a quarter lag), whose interim financial results have not been reviewed by us. These interim financial results have been reviewed by other auditors whose review reports have been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries/associates/ joint ventures is based solely on the review reports of such other auditors and the procedures performed by us as stated in paragraph 3 above.

   Further, of these subsidiaries/ associates/ joint ventures, 4 joint ventures are located outside India, whose interim financial results have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been reviewed by other auditors under generally accepted accounting standards applicable in their respective countries. The Holding Company's management has converted the financial results of such joint ventures from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Holding Company's management. Our conclusion, in so far as it relates to the balances and affairs of these joint ventures is based on the review report of other auditors and the conversion adjustments prepared by the management of the Holding Company and reviewed by us.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Our conclusion is not modified in respect of these matters with respect to our reliance on the work done by and the reports of the other auditors.

8. The Statement includes the financial results of 6 subsidiaries (including 5 subsidiaries consolidated for the quarter ended 31 March 2023, with a quarter lag), which have not been reviewed by their auditors, whose interim financial results reflect (before adjustments for consolidation) total revenues of Rs. 13.88 crore, total net loss after tax of Rs. 14.05 crore, total comprehensive loss of Rs. 14.05 crore for the quarter ended 30 June 2023 as considered in the Statement. The Statement also includes the Group's share of net loss after tax of Rs. 6.21 crore, and total comprehensive loss of Rs. 6.21 crore for the quarter ended 30 June 2023, in respect of 1 associate and 3 joint ventures (including 3 joint ventures consolidated for the quarter ended 31 March 2023, with a quarter lag), based on their interim financial results, which have not been reviewed / audited by their auditors, and have been furnished to us by the Holding Company's management. Our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures, are based solely on such unaudited / unreviewed interim financial results. According to the information and explanations given to us by the management, these interim financial results are not material to the Group.

Our conclusion is not modified in respect of this matter with respect to our reliance on the financial results certified by the Board of Directors.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Anamitra Das
Partner
Membership No. 062191

UDIN: 23062191BHBCRL5870

Place: Gurugram
Date: 14 August 2023

Annexure 1

List of entities included in the Statement

S No	Holding Company
1	GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)

S No	Subsidiary	S No	Subsidiary
1	GMR Airports Limited	14	GMR Airports (Singapore) Pte Ltd
2	GMR Hyderabad International Airport Limited	15	GMR Airports Greece Single Member SA
3	GMR Hyderabad Aerotropolis Limited	16	GMR Kannur Duty Free Services Limited
4	GMR Hyderabad Aviation SEZ Limited	17	GMR Hyderabad Airports Assets Limited (till 06 June 2023)
5	GMR Hospitality and Retail Limited	18	GMR Nagpur International Airport Limited
6	GMR Air Cargo and Aerospace Engineering Limited	19	GMR Vishakhapatnam International Airport Limited
7	GMR Airport Developers Limited	20	GMR Airport Netherland BV
8	GMR Aero Technic Limited	21	Raxa Security Services Limited
9	Delhi International Airport Limited	22	GMR Business Process and Services Private Limited
10	Delhi Airport Parking Services Private Limited	23	GMR Infra Developers Limited
11	GMR Goa International Airports Limited	24	GMR Corporate Affairs Limited
12	GMR International Airport BV	25	GMR Hospitality Limited (Incorporated on 25 July 2022)
13	GMR Airports (Mauritius) Limited		

S No	Joint Ventures	S No	Joint Ventures
1	Laqshya Hyderabad Airport Media Private Limited	8	GMR Megawide Cebu Airport Corporation
2	ESR GMR Logistics Park Private Limited (formerly known as GMR Logistics Park Private Limited)	9	Mactan Travel Retail Group Co
3	Delhi Aviation Services Private Limited	10	SSP- Mactan Cebu Corporation
4	Delhi Aviation Fuel Facility Private Limited	11	International Airport of Heraklion Crete SA
5	Delhi Duty Free Services Private Limited	12	Megawide GMR Construction JV
6	GMR Bajoli Holi Hydropower Private Limited	13	PT Angkasa Pura Avias
7	Globemerchants Inc. (acquired on 16 December 2022)		

S No	Associates	S No	Associates
1	TIM Delhi Airport Advertisement Private Limited	3	Travel Food Services (Delhi T3) Private Limited
2	Celebi Delhi Cargo Terminal Management India Private Limited	4	Digi Yatra Foundation

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203HR1996PLC113564
Registered Office: Unit No - 12, 18th Floor, Tower A, Building No. 5
DLF Cyber City, DLF Phase - III Gurugram- 122002, Haryana, India,
Phone: +91 124 6637750 Fax: +91 124 6637778
Email: gil.cosecy@gmrgroup.in Website: www.gmrinfra.com

Statement of consolidated financial results for the quarter ended June 30, 2023

(Rs. in crore)

Particulars	Quarter ended			Year ended
	June 30, 2023	March 31, 2023	June 30, 2022	March 31, 2023
	Unaudited	(refer note 8)	Unaudited	Audited
A. Continuing operations				
1. Income				
a) Revenue from operations	2,017.63	1,889.72	1,439.07	6,673.80
b) Other income				
i) Foreign exchange fluctuations gain (net)	17.13	-	101.36	180.05
ii) Other income - others	108.52	107.12	95.95	415.16
Total income	**2,143.28**	**1,996.84**	**1,636.38**	**7,269.01**
2. Expenses				
a) Revenue share paid/ payable to concessionaire grantors (refer note 2)	548.81	525.11	413.68	1,914.72
b) Cost of materials consumed	18.85	23.38	26.83	96.57
c) Purchase of traded goods	10.07	16.39	33.94	138.19
d) Decrease/(increase) in stock in trade	16.40	11.95	(17.54)	(47.45)
e) Sub-contracting expenses	4.94	38.68	4.96	72.15
f) Employee benefit expenses	275.26	266.59	222.26	969.29
g) Finance costs	593.83	672.14	515.87	2,338.15
h) Depreciation and amortisation expenses	295.60	300.53	217.97	1,038.14
i) Other expenses	390.78	719.55	330.98	1,824.65
j) Foreign exchange fluctuations loss (net)	-	33.61	-	-
Total expenses	**2,154.54**	**2,607.93**	**1,748.95**	**8,344.41**
3. Loss before share of profit of investments accounted for using equity method, exceptional items and tax from continuing operations (1) - (2)	**(11.26)**	**(611.09)**	**(112.57)**	**(1,075.40)**
4. Share of profit of investments accounted for using equity method	47.58	46.41	23.23	85.97
5. Profit/ (loss) before exceptional items and tax from continuing operations (3) + (4)	**36.32**	**(564.68)**	**(89.34)**	**(989.43)**
6. Exceptional items (refer note 5)	76.12	(38.18)	-	254.34
7. Profit/ (loss) before tax from continuing operations (5) + (6)	**112.44**	**(602.86)**	**(89.34)**	**(735.09)**
8. Tax expense on continuing operations (net)	96.99	36.08	26.03	113.28
9. Profit/ (loss) after tax from continuing operations (7) - (8)	**15.45**	**(638.94)**	**(115.37)**	**(848.37)**
B. Discontinued operations				
10. Profit before tax expense from discontinued operations	**1.49**	**2.40**	2.32	**9.23**
11. Tax expense/ (credit) on discontinued operations (net)	0.10	0.20	(0.06)	0.79
12. Profit after tax from discontinued operations (10) - (11)	**1.39**	**2.20**	**2.38**	**8.44**
13. Profit/ (loss) after tax for the respective periods / year (9) + (12)	**16.84**	**(636.74)**	**(112.99)**	**(839.93)**
14. Other comprehensive income (net of tax)				
Continuing operations				
Items that will be reclassified to profit or loss	(138.78)	264.00	(365.21)	(630.78)
Items that will not be reclassified to profit or loss	(0.56)	(2.88)	2.47	(4.84)
Discontinued operations				
Items that will be reclassified to profit or loss	-	-	-	-
Items that will not be reclassified to profit or loss	-	-	-	-
Total other comprehensive income, net of tax for the respective periods/ year	**(139.34)**	**261.12**	**(362.74)**	**(635.62)**

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

SIGNED FOR IDENTIFICATION PURPOSES ONLY

GMR AIRPORTS INFRASTRUCTURE LIMITED *

Particulars	Quarter ended			Year ended
	June 30, 2023	March 31, 2023	June 30, 2022	March 31, 2023
	Unaudited	(refer note 8)	Unaudited	Audited
				(Rs. in crore)
15. Total comprehensive income for the respective periods/ year (13) + (14)	**(122.50)**	**(375.62)**	**(475.73)**	**(1,475.55)**
Profit attributable to				
a) Owners of the Company	(29.80)	(441.47)	(136.98)	(179.26)
b) Non controlling interest	46.64	(195.27)	23.99	(660.67)
Other comprehensive income attributable to				
a) Owners of the Company	(21.19)	131.04	(183.18)	(280.12)
b) Non controlling interest	(118.15)	130.08	(179.56)	(355.50)
Total comprehensive income attributable to				
a) Owners of the Company	(50.99)	(310.43)	(320.16)	(459.38)
b) Non controlling interest	(71.51)	(65.19)	(155.57)	(1,016.17)
Total comprehensive income attributable to owners of				
a) Continuing operations	(51.44)	(311.14)	(320.92)	(462.09)
b) Discontinued operations	0.45	0.71	0.76	2.71
16. Paid-up equity share capital	**603.59**	**603.59**	**603.59**	**603.59**
(Face value - Re. 1 per share)				
17. Total equity (excluding equity share capital)				**365.26**
18. Earnings per share				
Continuing operations - (Rs.) (not annualised)				
Basic	(0.05)	(0.73)	(0.23)	(0.30)
Diluted	(0.05)	(0.73)	(0.23)	(0.30)
Discontinued operations - (Rs.) (not annualised)				
Basic	0.00	0.00	0.00	0.00
Diluted	0.00	0.00	0.00	0.00
Total operations - (Rs.) (not annualised)				
Basic	(0.05)	(0.73)	(0.23)	(0.30)
Diluted	(0.05)	(0.73)	(0.23)	(0.30)

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GMR AIRPORTS INFRASTRUCTURE LIMITED *

GMR Airports Infrastructure Limited
(formerly known as GMR Infrastructure Limited)
Notes to the consolidated financial results for the quarter ended June 30, 2023

1. **Consolidation and Segment Reporting**

a. GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) ('the Company', 'the Holding Company' or 'GIL') carries on its business through various subsidiaries, joint ventures and associates (hereinafter referred to as 'the Group'), being special purpose vehicles exclusively formed to build and operate various projects. The Company predominantly holds investment in the Airport Business. To reflect the characteristic of being an Airport holding company, the shareholders of the Company had vide special resolution passed on August 27, 2022 approved the proposal for change of name of the Company. The name of the Company was changed from GMR Infrastructure Limited to GMR Airports Infrastructure Limited with effect from September 15, 2022 after receipt of fresh certificate of incorporation from RoC, Mumbai.

b. The business activities of the Group fall within single business segment in terms of Ind-AS 108 'Operating Segment'.

c. Investors can view the results of the Company on the Company's website www.gmrinfra.com or on the websites of BSE (www.bseindia.com) or NSE (www.nse-india.com).

2. DIAL issued various communications to Airport Authority India ("AAI") from the month of March 2020 onwards inter-alia under Article 16 (Force Majeure) and informed AAI that consequent to outbreak of Covid-19 pandemic, the entire aviation industry, particularly the Indira Gandhi International ("IGI") Airport has been adversely affected. It was specifically communicated that the said crisis has materially and adversely affected the business of DIAL which in turn directly impacts the performance of DIAL's obligations under the Operation Management Development Agreement ("OMDA") (including obligation to pay Annual Fee/Monthly Annual Fee) while it is continuing to perform its obligation to operate, maintain and manage the IGI Airport. DIAL thereby invoked Force Majeure post outbreak of COVID-19 "A Pandemic" as provided under Article 16 of OMDA and claimed that it would not in a position to perform its obligation to prepare Business Plan and pay Annual Fee/ Monthly Annual fee to AAI. The said event(s) of Force Majeure had also been admitted by AAI in its communication to DIAL. Consequently, DIAL is entitled to suspend or excuse the performance of its said obligations to pay Annual Fees/ Monthly Annual Fees as notified to AAI. However, AAI has not agreed to such entitlement of DIAL under OMDA. This has resulted in dispute between DIAL & AAI and for the settlement of which, DIAL has invoked on September 18, 2020 dispute resolution mechanism in terms of Article 15 of OMDA. Further, on December 02, 2020, DIAL again requested AAI to direct the ICICI Bank (Escrow Bank) to not transfer the amounts from Proceeds Accounts to AAI Fee Account, seeking similar treatment as granted by Hon'ble High Court of Delhi to Mumbai International Airport Limited.

In the absence of response from AAI, DIAL approached Delhi High Court seeking certain interim reliefs by filing a petition under section 9 of Arbitration & Conciliation Act on December 05, 2020 due to the occurrence of Force Majeure event due to outbreak of COVID 19 and its consequential impact on business

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of DIAL, against AAI and ICICI Bank (Escrow Bank). The Hon'ble High Court of Delhi vide its order dated January 05, 2021 has granted ad-interim reliefs with following directions:

- The ICICI Bank is directed to transfer back, into the Proceeds Account, any amount which may have been transferred from the Proceeds Account to the AAI Fee Account, after December 09, 2020,
- Transfer of money from the Proceeds Account to the AAI Fee Account, pending further orders, shall stand stayed and DIAL can use money in Proceeds Account to meet its operational expenses.

Meanwhile with the nomination of arbitrators by DIAL and AAI and appointment of presiding arbitrator, the arbitration tribunal has been commenced from January 13, 2021. The final arguments before arbitration tribunal were closed in February and March 2023 and final order of Arbitration Tribunal is awaited.

Before DIAL's above referred section 9 petition could be finally disposed off, AAI has preferred an appeal against the ad-interim order dated January 05, 2021 under section 37 of the Arbitration and Conciliation Act, 1996 before division bench of Delhi High Court which is listed for considerations and arguments.

In compliance with the ad-interim order dated January 05, 2021, AAI has not issued any certificate or instructions to the Escrow Bank from December 09, 2020 onwards regarding the amount of AAI Fee payable by DIAL to AAI, as contemplated under the Escrow Agreement and the OMDA. Resultantly both pursuant to the ad-interim order of Hon'ble Delhi High Court and in the absence of any certificate or instruction from AAI, the Escrow Bank has not transferred any amount pertaining to AAI Fee from Proceeds Account to AAI Fee Account of the Escrow Account from December 09, 2020 onwards.

Basis the legal opinion obtained, DIAL is entitled to not to pay the Monthly Annual fee under article 11.1.2 of OMDA to AAI being an obligation it is not in a position to perform or render on account of occurrence of Force Majeure Event, in terms of the provisions of Article 16.1 of OMDA till such time DIAL achieves level of activity prevailing before occurrence of Force majeure. Further, DIAL had also sought relief for a refund of MAF of an amount of Rs. 465.77 crore appropriated by AAI for the period starting from March 19, 2020 till December 2020.

In view of the above, the management of DIAL had not provided the Monthly Annual Fee to AAI for the period April 1, 2020 to March 31, 2022 amounting to Rs. 1,758.28 crore.

As AAI had already appropriated the Monthly Annual Fee amounting to Rs. 446.21 crore from April 01, 2020 till December 09, 2020, which DIAL has already protested, the same has been shown as Advance to AAI paid under protest. However, since the recovery of this amount is sub-judice before the Hon'ble Delhi High Court and the arbitral tribunal, as a matter of prudence, DIAL had decided to create a provision against above advance and shown the same in other expenses for the year ended March 31, 2021.

As an interim arrangement the Parties (DIAL and AAI) by mutual consent and without prejudice to their rights and contentions in the dispute before the arbitral tribunal, have entered into a settlement agreement dated April 25, 2022, for the payment of Annual Fee/ Monthly Annual Fee (AF/ MAF) with effect from April 2022, prospectively. Accordingly, DIAL is paying the MAF to AAI w.e.f. April 01, 2022 onwards as per approved Business Plan.

Consequent to this interim arrangement, both DIAL and AAI have filed copy of the Agreement in their respective petition and appeal before Hon'ble Delhi High Court and have withdrawn the pending proceedings. This arrangement is entirely without prejudice to the rights and contentions of the parties in respect of their respective claims and counter claims in the pending arbitration proceedings, including the disputes in respect of payment/ non-payment of MAF from March 19, 2020 onwards, till such time as provided in Article 16.1.5 (c) of OMDA.

3. (a) In case of GMR Hyderabad International Airport Limited ('GHIAL'), a subsidiary of the Company, had filed an appeal, challenging the disallowance of pre-control period losses and foreign exchange loss on external commercial borrowings, classification of revenues from ground handling, cargo and fuel farm as aeronautical revenues and other issues for determination of aeronautical tariff for the First Control Period ("FCP") commencing from April 01, 2011 to March 31, 2016 by Airport Economic Regulatory Authority ('AERA').

   In relation to determination of tariff for the Second Control Period ("SCP"), commencing from April 1, 2016 to March 31, 2021, AERA had issued a consultation paper on November 19, 2017. However, as the aforesaid consultation paper does not address the issues arising out of the FCP, including true up for shortfall of receipt vis-a-vis entitlement for the FCP, GHIAL had filed a writ petition and obtained a stay order from the Hon'ble High Court at Hyderabad in the month of February 2018 in respect of further proceedings in determination of tariff order for the SCP. The Adjudicating Authority, Telecom Disputes Settlement Appellate Tribunal (TDSAT), in its disposal order dated March 06, 2020 has directed AERA to reconsider the issues afresh while determining the aeronautical tariff for the Third Control Period commencing ("TCP") from April 01, 2021.

   During the month of August 2021, AERA issued Tariff Order ("the Order") effective from October 01, 2021 for the TCP commencing from April 01, 2021 to March 31, 2026. GHIAL in the month of September 2021, had filed an appeal against the Order with TDSAT, as the management is of the view that AERA has not considered the outstanding issues of FCP and SCP in determination of aeronautical tariff for the TCP as directed by TDSAT vide its ordered dated March 06, 2020, while continuing to charge the aeronautical tariff as determined by AERA. The appeal was listed on March 08, 2023 for initial hearing, TDSAT admitted the appeal and AERA had filed its reply on April 22, 2023 and GHIAL hads filed the rejoinder thereto and final date for hearing is yet to be scheduled.

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(b) In case of DIAL AERA issued tariff order no 57/2020-21 for third control period ("CP3") starting from April 01, 2019 to March 31, 2024 on December 30, 2020 allowing DIAL to continue with Base Airport Charges ("BAC") +10% tariff for the balance period of third control period. AERA had also allowed compensatory tariff in lieu of Fuel Throughput Charges w.e.f. February 01, 2021 for the balance period of third control period. DIAL had also filed an appeal against some of AERA's decision in third control period order on January 29, 2021 with Telecom disputes settlement and appellate tribunal ("TDSAT").

DIAL's appeal against the second control period ("CP2") is pending before the TDSAT and the same is still to be heard which shall be heard in due course. Also, DIAL in respect of TDSAT order against first Control period appeal dated April 23, 2018 had filed a limited appeal in the Hon'ble Supreme Court of India on July 21, 2018 in respect of which judgement pronounced on July 11, 2022, citing that all appeals are dismissed, except on the issue relating to corporate tax pertaining to aeronautical services, where DIAL's contention has been accepted that the Annual Fee paid by DIAL should not be deducted from expenses pertaining to aeronautical services before calculating the 'T' (tax) element in the formula.

TDSAT at the request of AERA and concurred by DIAL, has agreed to tag CP2 appeal with CP3 appeal. The matter is sub judice at TDSAT. The arguments are concluded in matter and DIAL has made written submissions on May 23, 2023. The final order was pronounced on July 21, 2023. TDSAT in its order in its order has allowed certain claims of DIAL and disallowed certain others. The order of the TDSAT is subject to appeal, if any preferred, before the Supreme Court of India.

4. (a) The Ministry of Civil Aviation (MoCA) had issued orders in 2014, requiring the Airport Operators to reverse the expenditure incurred from PSF (SC) Fund towards (a) procurement and maintenance of security systems/equipment; (b) construction of other long-lived assets (refer note (b) below) along with interest till date of reversal. GHIAL had utilised approximately Rs.142.00 crore towards the aforesaid expenses till March 31, 2018, excluding related maintenance expense, other costs and interest thereon which is presently unascertainable. The Comptroller and Auditor General, during their audits of PSF (SC) fund, observed that the funds utilised by GHIAL is contrary to the directions issued by MoCA. Management is of the opinion that the utilisation of funds from PSF(SC) escrow account is consistent with the Standard Operating Procedures, guidelines and clarification issued by the MoCA from time to time on the subject of utilization of PSF (SC) funds.

   As the above order, in management's opinion, is contrary to and inconsistent with SOPs, guidelines and clarification issued by the MoCA from time to time in this regard, GHIAL had challenged the said order vide writ petition before the Hon'ble High court of Andhra Pradesh. The Hon'ble High Court, vide its order dated March 03, 2014 followed by further clarifications dated April 28, 2014 and December 24, 2014, stayed the MoCA order with an undertaking that, in the event the decision of the writ petition goes against GHIAL it shall restore the PSF (SC) Fund to this extent. The matter is currently sub judice with

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the Hon'ble High Court of Telangana.

Based on the internal legal assessments, GHIAL's management is of the view that no further adjustments are required to be made, in this regard to the accompanying consolidated financial results of the Group for the quarter ended June 30, 2023.

(b) As per the advice from the Ministry of Home Affairs and the Standard Operating Procedures ('SOP') issued by MoCA on March 06, 2002, GHIAL, through its erstwhile wholly owned subsidiary, Hyderabad Airport Security Services Limited ('HASSL' liquidated on September 20, 2019) constructed residential quarters for Central Industrial Security Forces ('CISF') deployed at the Hyderabad airport. After completion of such construction, the total construction cost including the cost of land and related finance cost amounting to Rs. 113.73 crore till March 31, 2018 was debited to the PSF (SC) Fund with corresponding intimation to MoCA. The Comptroller and Auditor General of India ('CAG'), during their audits of PSF (SC) Fund, observed that, GHIAL had not obtained prior approval from MoCA for incurring such cost from the PSF (SC) Fund as required by the guidelines dated January 08, 2010 and April 16, 2010 issued by MoCA. However, management of the Group is of the opinion that these guidelines were issued subsequent to the construction of the said residential quarters and approached MoCA for approval to debit such costs to the PSF (SC) Fund account. Pending final outcome of the matter from Hon'ble High Court of Telangana, residential quarters continued to be accounted under PSF (SC) Fund and no adjustments have been made to the accompanying consolidated financial results of the Group for the quarter ended June 30, 2023.

5. Exceptional items comprise of the gain on fair value of financial assets and disposal of investments as mentioned in note no 6.

6. (a) During the previous year ended March 31, 2023, GMR Airports International BV (GAIBV), a step down subsidiary of the Company, has entered into definitive agreements with Aboitiz Infra Capital Inc (AIC), for AIC to acquire shares in GMR-Megawide Cebu Airport Corporation (GMCAC) along with identified associates and upon completion of all customary approvals, GAIBV has received cash consideration of PHP 9.4 billion (USD 167.96 mn) (including exchangeable notes which as per the agreements are exchangeable against GAIBV's balance equity in GMCAC on October 31, 2024). Further, GAIBV is also entitled for additional deferred consideration based on subsequent yearly performance of GMCAC for next four consecutive years beginning from January 2023. Consequent to closure of 1st tranche transaction and receipt of consideration towards stake sale of non-lock share of GMCAC, the Group has recognized gain of Rs 143.39 crore and gain of Rs 195.86 crore towards fair value of deferred consideration. The same has been disclosed in exceptional item during the previous year ended March 31, 2023.

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The balance investment in GMCAC will continue to be classified as Investment accounted for using equity method.

(b) During the quarter ended June 30, 2023, GHIAL along with its step-down subsidiary, GMR Hyderabad Aerotropolis Limited (GHAL), has sold 100% stake in its subsidiary, GMR Hyderabad Airport Assets Limited, involved in the business of development and renting of commercial property. The gain on sale has been recognised as an exceptional item in the accompanying consolidated financial results for the quarter ended June 30, 2023.

7. (a) The Board of Directors of the Company at its meeting dated March 17, 2023 had approved the settlement regarding Bonus CCPS B, C and D between the Company, GMR Airports Limited and other Shareholders of GMR Airports Limited wherein cash earnouts to be received by the Company were agreed to be settled at Rs 550.00 crore, to be paid in milestone linked tranches and conversion of these Bonus CCPS B, C and D will take place as per the terms of settlement agreement . Further, the Company, GMR Airports Limited and other Shareholders of GMR Airports Limited have also agreed on the settlement regarding Bonus CCPS A whereby GMR Airports Limited will issue such number of additional equity share to the Company and GMR Infra Developers Limited (wholly owned subsidiary of the Company) which will result in increase of shareholding of the Company (along with its subsidiary) from current 51% to 55%.The settlement is subject to certain conditions specified in proposed settlement agreement.

   (b) The Board of Directors at its meeting held on March 19, 2023 had approved, a detailed Scheme of Merger of the GMR Airports Limited with the GMR Infra Developers Limited (GIDL) followed by Merger of the GIDL with the Company (formerly known as GMR Infrastructure Limited). The Scheme is subject to the receipt of requisite approvals from, the Securities and Exchange Board of India ("SEBI"), through the stock exchanges, the Reserve Bank of India, the National Company Law Tribunal ("NCLT"), other statutory and regulatory authorities under applicable laws and respective shareholders and creditors. Subsequent to the quarter ended June 30, 2023, the Company has received the no objection letters from BSE Limited and National Stock Exchange Limited and the Reserve Bank of India.

8. The figures for the quarter ended March 31, 2023 are the balancing figures between audited figures in respect of the full financial year and published year to date figures upto the third quarter of year ended March 31, 2023.

9. The accompanying consolidated financial results of the Group for quarter ended June 30, 2023 have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting on August 14, 2023.

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GMR Airports Infrastructure Limited
(formerly known as GMR Infrastructure Limited)
Notes to the consolidated financial results for the quarter ended June 30, 2023

10. Figures pertaining to previous quarters/ year have been re-grouped / reclassified, wherever necessary, to confirm the classification adopted in the current period classification.

For GMR Airports Infrastructure Limited

Place: New Delhi
Date: August 14, 2023

Grandhi Kiran Kumar
Managing Director & CEO
DIN: 00061669

GMR AIRPORTS INFRASTRUCTURE LIMITED

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Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results of the GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)

1. We have reviewed the accompanying statement of standalone unaudited financial results ('the Statement') of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) ('the Company') for the quarter ended 30 June 2023, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').

2. The Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. We draw attention to note 2(b) of the accompanying Statement which describes the uncertainties relating to the future outcome of the ongoing litigations and claims pertaining to Delhi International Airport Limited and GMR Hyderabad International Airport Limited and their impact on the carrying value of investments in GMR Airports Limited. Our conclusion is not modified in respect of this matter.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Anamitra Das
Partner
Membership No. 062191

UDIN: 23062191BHBCRM7596

Place: Gurugram
Date: 14 August 2023

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Corporate Identity Number (CIN): L45203HR1996PLC113564
Registered Office: Unit No. 12, 18th Floor, Tower A, Building No. 5
DLF Cyber City, DLF Phase- III, Gurugram- 122002, Haryana, India
Phone: +91 124 6637750 Fax: +91 124 6637778
Email: gil.cosecy@gmrgroup.in Website: www.gmrinfra.com

Statement of standalone financial results for the quarter ended June 30, 2023

(Rs. in crore)

	Particulars	Quarter ended			Year ended
		June 30, 2023	March 31, 2023	June 30, 2022	March 31, 2023
		Unaudited	(Refer note 6)	Unaudited	Audited
1	**Income**				
	(a) Revenue from operations	66.77	28.17	23.40	101.94
	(b) Other income	18.09	10.64	0.47	24.15
	Total income	**84.86**	**38.81**	**23.87**	**126.09**
2	**Expenses**				
	(a) Purchases of stock in trade	-	-	0.66	0.66
	(b) Employee benefit expense	8.58	8.26	6.30	31.48
	(c) Finance costs	54.59	45.64	24.75	116.30
	(d) Depreciation and amortisation expenses	1.49	0.07	0.10	0.35
	(e) Other expenses	10.77	49.49	13.20	88.30
	Total expenses	**75.43**	**103.46**	**45.01**	**237.09**
3	**Profit/ (loss) before exceptional items and tax (1 - 2)**	**9.43**	**(64.65)**	**(21.14)**	**(111.00)**
4	Exceptional items (refer note 3)	-	120.57	-	120.57
5	**Profit/ (loss) before tax (3 + 4)**	**9.43**	**55.92**	**(21.14)**	**9.57**
6	Tax expense	-	-	-	-
7	**Profit/ (loss) for the respective period/ year (5 - 6)**	**9.43**	**55.92**	**(21.14)**	**9.57**
8	**Other comprehensive income (net of tax)**				
	Items that will not be reclassified to profit or loss				
	-Re-measurement (loss)/ gain on defined benefit plans	(0.04)	(0.84)	0.81	(0.20)
	-Net gain/ (loss) on fair valuation through other comprehensive income ('FVTOCI') of equity securities	513.47	11,659.20	(42.38)	11,055.95
	Total other comprehensive income for the respective period/ year	**513.43**	**11,658.36**	**(41.57)**	**11,055.75**
9	**Total comprehensive income for the respective period/ year**	**522.86**	**11,714.28**	**(62.71)**	**11,065.32**
10	**Paid-up equity share capital (Face value - Re. 1 per share)**	603.59	603.59	603.59	603.59
11	**Other equity (excluding equity share capital)**				21,319.32
12	**Earnings per share - (Rs.) (not annualised)**				
	Basic	0.02	0.09	(0.04)	0.02
	Diluted	0.02	0.08	(0.04)	0.02

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GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
Notes to the standalone financial results for the quarter ended June 30, 2023

1. Investors can view the unaudited standalone financial results of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) ("the Company" or "GIL") on the Company's website www.gmrinfra.com or on the websites of BSE (www.bseindia.com) or NSE (www.nse-india.com). The Company predominantly holds investment in the Airport Business. To reflect the characteristic of being an airport holding company, the shareholders of the Company had vide special resolution passed on August 27, 2022 approved the proposal for change of name of the Company. The name of the Company was changed from GMR Infrastructure Limited to GMR Airports Infrastructure Limited with effect from September 15, 2022, after receipt of fresh certificate of incorporation from RoC, Mumbai.

2. a) The Company has equity investments in GMR Airports Limited which further has investments in various investee entities engaged in operating airport and other allied activities. During the quarter ended March 31, 2023, the Company has entered into a scheme of merger, as further detailed in note 5(c), wherein independent valuation specialists have computed the swap ratio on the basis of fair valuation of the respective entities determined using the volume weighted average market price of the Company and the Income approach. As at the year ended March 31, 2023, the management together with an independent valuation expert determined the fair valuation of investments in GMR Airports Limited giving cognizance to the aforementioned approach used for the determination of swap ratio, including considering improved market outlook, legal updates and business conditions. Basis such valuation the Company has recognised a gain of Rs. 12,152.86 Crore and Rs 11,633.92 Crore in the Other Comprehensive Income for the quarter and year ended March 31, 2023 respectively.

   b) The fair value of investments in equity shares and Compulsorily Convertible Preference shares ('CCPS') of GMR Airports Limited ('GAL') are subject to outcome of ongoing litigations and claims pertaining to Delhi International Airport Limited ('DIAL') and GMR Hyderabad International Airport Limited ('GHIAL'), subsidiaries of GAL, as follows:

   - Ongoing arbitration between DIAL and Airports Authority of India ('AAI') in relation to the payment of Monthly Annual fees ('MAF') for the period till the operations of DIAL reaches pre COVID 19 levels. Basis an independent legal opinion obtained by the management of DIAL, DIAL is entitled to be excused from making payment of Monthly Annual fee under article 11.1.2 of OMDA to AAI on account of occurrence of Force Majeure Event under Article 16.1 of OMDA, till such time DIAL achieves level of activity prevailing before occurrence of force majeure. Further, the management of DIAL had entered into a settlement agreement with AAI on April 25, 2022, which will govern interim workable arrangement between parties for the payment of MAF. Accordingly, DIAL had started payment of MAF with effect from April 01, 2022, onwards. The expected impact of the above matter on the fair value of investments is not significant.

- Consideration of Cargo, Ground Handling and Fuel farm ('CGHF') income as part of non-aeronautical revenue in determination of tariff in case of GHIAL. GHIAL had filed appeal with Telecom Disputes Settlement Appellate Tribunal ('TDSAT') and the adjudicating authority, TDSAT, in its disposal order dated March 06, 2020 had directed Airport Economic Regulatory Authority ('AERA') to reconsider the issue afresh while determining the aeronautical tariff for the Third Control Period ('TCP') commencing from April 01, 2021. In July 2020, GHIAL had filed an application with the AERA for determination of Aeronautical tariff for the third control period commencing from April 01, 2021 to March 31, 2026 wherein it contended that CGHF income shall be treated as non-aeronautical revenue. AERA vide its Order dated August 31, 2021, had issued Tariff Order for the TCP effective from October 01, 2021 considering the CGHF revenue as aeronautical revenue. GHIAL had also filed an appeal against the Tariff Order for the TCP with TDSAT, as the management of GHIAL is of the view that AERA has not considered the outstanding issues in determination of aeronautical tariff for the TCP as directed by TDSAT vide its ordered dated March 06, 2020.

  The management has also obtained legal opinion according to which GHIAL's contention as above is appropriate as per terms of Concession agreement and AERA Act, 2008.

3. Exceptional items primarily comprise of gain/ (loss) in carrying value of investments, fair value of financial assets and loans carried at amortised cost.

4. During the previous year ended March 31, 2023, GMR Airports International BV ('GAIBV'), a step down subsidiary of the Company, had entered into definitive agreements with Aboitiz Infra Capital Inc ('AIC'), for AIC to acquire shares in GMR Megawide Cebu Airport Corporation ('GMCAC') along with identified associates and upon completion of all customary approvals, GAIBV received cash consideration of PHP 9.4 billion (USD 167.96 million) (including exchangeable notes which as per the agreements are exchangeable against GAIBV's balance equity in GMCAC on October 31, 2024). Further, GAIBV is also entitled for additional deferred consideration based on subsequent yearly performance of GMCAC for next four consecutive years beginning from January 2023.

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GMR AIRPORTS INFRASTRUCTURE LIMITED *

While the total consideration realized pursuant to the aforementioned definitive agreement is significantly in excess of the amount originally invested in the aforementioned group entities, such investments in GAL have been carried at Fair Value through Other Comprehensive Income ('FVOCI') in accordance with Ind – AS 109 'Financial instruments' and consequently the impact of the transaction price was appropriately considered in the fair valuation of Equity investments in GAIBV held through GAL.

5. a) The Board of Directors of the Company vide their meeting dated March 17, 2023 had approved the settlement regarding Bonus CCPS B, C and D between the Company, GMR Airports Limited and Shareholders of GMR Airports Limited wherein cash earnouts to be received by Company were agreed to be settled at Rs 550.00 Crore, to be paid in milestone linked tranches and conversion of these Bonus CCPS B, C and D will take as per the terms of settlement. Further, the Company, GMR Airports Limited and Shareholders of GMR Airports Limited had also agreed on the settlement regarding Bonus CCPS A whereby GMR Airports Limited will issue such number of additional equity share to the Company and GMR Infra Developers Limited (wholly owned subsidiary of the Company) which will result in increase of shareholding of Company (along with its subsidiary) from current 51% to 55%.The settlement is subject to certain conditions specified in proposed settlement agreement.

   b) The Board of Directors in its meeting held on March 19, 2023 had approved, a detailed Scheme of Merger of GMR Airports Limited (GAL) with GMR Infra Developers Limited (GIDL) followed by Merger of GMR Infra Developers Limited (GIDL) with the Company. The Scheme is subject to the receipt of requisite approvals from, the Securities and Exchange Board of India ("SEBI"), through the stock exchanges, the Reserve Bank of India, the National Company Law Tribunal ("NCLT"), other statutory and regulatory authorities under applicable laws and respective shareholders and creditors. Subsequent to the quarter ended June 30, 2023, the Company has received the no objection letters from BSE Limited and National Stock Exchange Limited and the Reserve Bank of India.

6. The figures for the quarter ended March 31, 2023 are the balancing figure between audited figures in respect of the full financial year and published year to date figures up to the third quarter of year ended March 31, 2023.

7. The unaudited standalone financial results of the Company for quarter ended June 30, 2023 have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting on August 14, 2023.

WALKER CHANDIOK & CO. LLP * CHARTERED ACCOUNTANTS *

SIGNED FOR IDENTIFICATION PURPOSES ONLY

GMR AIRPORTS INFRASTRUCTURE LIMITED *

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)

Notes to the standalone financial results for the quarter ended June 30, 2023

8. Previous quarter/ year's figures have been regrouped/ reclassified, wherever necessary to confirm to current period classification.

For GMR Airports Infrastructure Limited

Grandhi Kiran Kumar
Managing Director & CEO
DIN: 00061669

Place: New Delhi
Date: August 14, 2023

CHARTERED ACCOUNTANTS * WALKER CHANDIOK & CO. LLP

SIGNED FOR IDENTIFICATION PURPOSES ONLY

GMR AIRPORTS INFRASTRUCTURE LIMITED

GAL GMR AIRPORTS LIMITED
GMR Airports Limited

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REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GMR AIRPORTS LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 AND CIRCULAR NO. SEBI/HO/DDHS/DDHSDIV1/P/CIR/2022/0000000103 DATED JULY 29, 2022 AS AMENDED FROM TIME TO TIME, ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI SCHEME CIRCULAR - DEBT"), AT ITS MEETING HELD ON MARCH 19, 2023

1. The Board of Directors of the Company (**"Board"**) considered the proposal involving amalgamation of GMR Airports Limited ("**Company**"/ "**GAL**"), GMR Infra Developers Limited ("**GIDL**") and (GAL, and GIDL are collectively referred to as **Amalgamating Companies**") with GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) *("**Amalgamated Company**"/"**GIL**"), by way of merger by absorption pursuant to a scheme of* arrangement, under the provisions of Sections 230 - 232 of the Companies Act, 2013, including the rules thereunder and other relevant provisions, ("**Act**") as applicable and other applicable regulatory requirements (the "**Scheme**"), resulting in the transfer and vesting of the assets, liabilities and the entire undertaking of the Amalgamating Companies into the Amalgamated Company, followed by the dissolution, without winding up, of each of the Amalgamating Companies, the consequent cancellation of the equity shares held by the Amalgamated Company in the Amalgamating Companies, certain adjustments to the securities premium account of Amalgamated Company and various other matters consequential to or otherwise integrally connected with the above. (*The Amalgamating Companies and the Amalgamated Company are collectively referred to as "**Companies**"*).

   Words and expressions, used in capitalized form but not defined in this report, shall have the meaning ascribed to them in the Scheme.

2. GAL is a subsidiary and GIDL is wholly owned subsidiary of GIL.

3. The Scheme is to be filed with the applicable bench of the National Company Law Tribunal having jurisdiction over the GAL, GIDL and GIL.

4. The draft of the Scheme was approved by the Audit Committee and the Board of Directors of the Company at their respective meetings held on March 19, 2023.

5. As per Section 232(2)(c) of the Companies Act, 2013, a report is required to be adopted by the Board explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio, specifying any special valuation difficulties, if any.

   Further, pursuant to the requirements of the SEBI Scheme Circular - Debt, the Board is required to also comment on impact of the scheme on the holders of non-convertible debentures ("NCDs"), *safeguards for the protection of the holders of NCDs and exit offer to the dissenting* shareholders of NCDs, if any.

GMR AIRPORTS LIMITED

Accordingly, this report is being prepared to comply with the requirements of the Companies Act, 2013 and SEBI Scheme Circular – Debt ("the Report") and for adoption by the Board.

6. The following documents / draft documents were placed before the Board at its Meeting held *on March 19, 2023:*

   (a) Valuation report issued by an independent registered valuer viz M/s KPMG Valuation Services LLP (IBBI Registration No. IBB/RV-E/06/2020/115) (KPMG) dated March 19, 2023 describing, inter alia, the methodology adopted by them in arriving at the share exchange ratio and OCRPS exchange ratio and setting out the detailed computation of the same for the Amalgamation. ("Valuation Report")
   (b) Fairness opinion issued by SEBI registered independent merchant banker viz. ICICI Securities Limited (SEBI Registration number INM000011179) for the purpose of SEBI Scheme Circular – Debt providing opinion in respect of the valuations of listed non-convertible debentures;
   (c) A certificate issued by M/s K.S. Rao & Co. and M/s Manohar Chowdhry & Associates, the Joint statutory auditors of GAL, to the effect that the accounting treatment contained in the Scheme is in compliance with all the accounting standards prescribed under Section 133 of the Act and as required under SEBI Scheme Circular – Debt;
   (d) *Other presentations, reports, documents and information pertaining to the draft Scheme* made available to the Board.

7. **Rationale of the Scheme:**

   The Scheme is proposed to be undertaken to:

   (a) consolidation of the business of the Parties, leading to synergies of operations and resulting in the expansion and long-term sustainable growth of such Parties' business, which will create greater value for the Resultant Entity;

   (b) streamlining the corporate organizational structure of the Parties by reducing the number of legal entities involved in the business, and by reducing the number of layers of legal entities. This would provide several benefits, including enhanced managerial focus in a single amalgamated entity (being the Resultant Entity), seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances, costs rationalization and enhancement of the efficiency and control of the Parties, as well as improving the mechanisms for upstreaming of free cash flows and shareholder returns. This, in turn, will also assist shareholders and investors in better understanding and evaluating the structure and strength of the operations of the Parties, with the Resultant Entity also being more attractive to investors looking to invest in the airports sector;

   (c) ensuring a stronger and wider capital and financial base for the Resultant Entity, along with greater access to capital, the reduction of cost of capital, and efficient and optimal utilisation of cash resources of the Parties, and thereby facilitating future growth and expansion;

   (d) bringing about greater integration, operational and organisational rationalisation and effective utilisation of the combined resources of the Parties to enhance the operational *efficiency of the Resultant Entity; and*

GMR AIRPORTS LIMITED

(e) enabling greater economies of scale and reduction in/avoiding duplication of overheads, administrative, managerial and other common costs, and adoption of an integrated approach to internal policies, including those pertaining to remuneration, employee benefits, workplace rules and policies.

8. **Effect of the Scheme on Stakeholders:**

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
(i)	Shareholders	The Company has equity shareholders and as well preference shareholders. All the preference shares will be converted into equity shares after passing the order of Merger by National Company Law Tribunal and before filling the copy of the said order with the concerned Registrar of Companies. Upon the Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 1 into and with the Transferor Company 2 in terms of this Scheme, the Transferor Company 2 shall without any further application, act, instrument or deed, but subject to the terms of the Framework Agreement, as stated in the Scheme and in compliance with Applicable Law, issue at par and allot the securities, out of the authorized share capital of the Transferor Company 2, as on the Record Date in the following manner and in compliance with the terms of the Scheme: *(f) the "Share Exchange Ratio" shall be every 1000 (one thousand) fully paid equity shares of the face value of INR 10 of the Transferor Company 1 being exchanged for 15,918 equity shares of the face value of INR 10 of the Transferor Company 2, each being a fully paid-up equity share of the Transferor Company 2; and* *(g) the "OCRPS Exchange Ratio" shall be every 40000 fully paid equity shares of the face value of INR 10 of the Transferor Company 1 being exchanged for 15918 OCRPS of the face value of INR 400 of the Transferor Company 2. It is clarified that the OCRPS Exchange Ratio is calculated based on the Share Exchange Ratio, taking into account the number of equity shares which*

GMR AIRPORTS LIMITED

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
		would result, on a fully diluted basis, from the conversion of the OCRPS. Upon this Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 2 into the Transferee Company in terms of Part D of this Scheme, as decided by the Board of Directors of the Transferor Company 2 and the Transferee Company at their respective meetings held on March 19, 2023,the Transferee Company shall, without any further act, instrument or deed, but subject to the terms of the Framework Agreement, as stated in this Scheme and in compliance with Applicable Law, issue and allot the securities, out of the authorized share capital of the Transferee Company, as on the Record Date in the following manner and in compliance with the terms of the Scheme: (f) *the "**Share Exchange Ratio**" shall be every 18659 fully paid equity share of the face value of INR 10 of the Transferor Company 2 being exchanged for 10,000 equity shares of the face value of INR 1 of the Transferee Company, each being a fully paid-up equity share of the Transferee Company; and* (g) *the "**OCRPS Exchange Ratio**" shall be every 18659 OCRPS of the face value of INR 400 of the Transferor Company 2 being exchanged for 10,000 OCRPS of the face value of INR 40 of the Transferee Company. It is clarified that the OCRPS Exchange Ratio is calculated based on the Share Exchange Ratio, taking into account the number of equity shares which would result, on a fully diluted basis, from the conversion of the OCRPS.* The Scheme is expected to have several benefits for the Company, as indicated in the rationale of the Scheme set out in the Scheme, and is expected to be in the best interests of the shareholders of the Company.

GMR AIRPORTS LIMITED

<table>
<tr><th>S. No.</th><th>Category of Stakeholder</th><th>Effect of the Scheme on Stakeholders</th></tr>
<tr><td>(ii)</td><td>Promoter(s)</td><td>Upon effective of the Scheme, Aéroports de Paris S.A. ('ADP'), shall be categorised as a "promoter" of the Amalgamated Company, in addition to the existing promoters of the Amalgamated Company (i.e., GMR Enterprises Private Limited and Mr. G. M. Rao).</td></tr>
<tr><td>(iii)</td><td>Non-Promoter Shareholders</td><td>Please refer to point (i) above for details regarding effect on the shareholders.</td></tr>
<tr><td>(iv)</td><td>Key Managerial Personnel ("KMP")</td><td>All the employees including Key Managerial Personnel deemed to have become the employees of the Amalgamated Company.</td></tr>
<tr><td>(v)</td><td>Impact of the scheme on the holder of the NCDs of the Company</td><td rowspan="2">Taking into consideration (i) the recommendation to the draft scheme to the Board of Directors by the Audit Committee, (ii) the Valuation Reports issued by the independent registered valuer viz KPMG Valuation Services LLP ("Registered Valuer"); and (iii) the Fairness Opinions issued by SEBI registered independent merchant banker viz. ICICI Securities Limited ("Merchant Banker"), the proposed entitlement ratio as recommended by the Registered Valuer and certified as fair by the Merchant Banker was approved by the Board and the holders of NCDs whose names are recorded in the relevant registers of the Company on the Record Date shall continue holding the same number of NCDs in GIL as held by such NCD holder in the Company and on the same terms and conditions.
Thus, the Scheme envisages that the holders of NCDs of GAL will become holders of NCDs of GIL at exactly the same terms, including the coupon rate, tenure, redemption price, quantum, and nature of security, ISIN, respectively, as NCDs of GAL.

Therefore, the Scheme will not have any adverse impact on the holders of the NCDs and thus adequately safeguards interests of the holders of the NCDs.</td></tr>
<tr><td>(vi)</td><td>Safeguards for the protection of holder of NCDs</td></tr>
<tr><td>(vii)</td><td>Exit offer to the dissenting holders of NCDs, if any.</td><td>Since the Scheme is between the subsidiary and the holding company and envisages that the holders of NCDs of GAL will become holders of NCDs of GIL on the same terms and as such, no exit offer is required.</td></tr>
</table>

GMR AIRPORTS LIMITED

9. <u>Adoption of the Report by the Directors</u>

The directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any fully authorized committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

For GMR Airports Limited

Grandhi Mallikarjuna Rao
Chairman

GMR AIRPORTS LIMITED

GMR Infra Developers Limited

CIN: U74999MH2017PLC291718
Registered Office: Naman Centre, 7th Floor,G Block, BKC, Bandra (East) Mumbai - 400051
Email Id: csd-group@gmrgroup.in
T +91 11 4253 2600

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GMR INFRA DEVELEPORS LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 AT ITS MEETING HELD ON MARCH 19, 2023

1. The Board of Directors ("Board") of GMR Infra Developers Limited ("GIDL" or "Company")at its meeting held on March 19, 2023 considered the draft of the proposed Composite Scheme Of Amalgamation And Arrangement among the Company ("GIDL" or "Transferor Company 2"), GMR Airports Limited ("GAL" or "Transferor Company 1") and GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("GIL" or "Transferee Company or Resultant Entity"), (collectively, the "Companies") and their respective shareholders and creditors, (hereinafter referred to as "Scheme"), to be implemented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and regulations made thereunder and any statutory modification or re-enactment thereof for the time being in force (the "Act"), and other applicable laws including the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended from time to time) on Scheme of Arrangement by Listed Entities ("SEBI Scheme Circular"). The Scheme *inter-alia* seeks to merge and consolidated the business of GAL ("Transferor Company 1") into the Company ("Transferor Company 2"); and Transferor Company 2 (after the consummation of the merger of Transferor Company 1) into GIL ("Transferee Company").

   Words and expressions, used in capitalized form but not defined in this report, shall have the meaning ascribed to them in the Scheme.

2. GAL is a subsidiary of the GIL and GIDL is wholly owned subsidiary of GIL.

3. The Scheme is to be filed with the applicable bench of the National Company Law Tribunal having jurisdiction over the GAL, GIDL and GIL.

4. The draft of the Scheme was approved by the Board of Directors of the Company at their meeting held on March 19, 2023.

5. As per Section 232(2)(c) of the Companies Act, 2013, a report is required to be adopted by the Board explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio, specifying any special valuation difficulties, if any ("Report").

   Accordingly, this report is being prepared to comply with the requirements of the Companies Act, 2013 ("the Report") and for adoption by the Board.

6. The draft of the Scheme and following documents / draft documents were placed before the Board at its Meeting held on March 19, 2023:

   (a) Valuation report issued by an independent registered valuer viz. M/s KPMG Valuation Services LLP (IBBI Registration No. IBB/RV-E/06/2020/115) (KPMG) dated March 19, 2023 describing,

GMR INFRA DEVELOPERS LTD.

inter alia, the methodology adopted by them in arriving at the share exchange ratio and OCRPS exchange ratio and setting out the detailed computation of the same for the Amalgamation. ("Valuation Report")

(b) Fairness opinion issued by SEBI registered independent merchant banker ICICI Securities Limited (SEBI Registration number INM000011179), providing its opinion on the fairness of the share exchange ratio and OCRPS exchange ratio as recommended in the Valuation Report;

(c) A certificate issued by M/s Chatterjee & Chatterjee, Chartered Accountants, to the effect that the accounting treatment contained in the Scheme is in compliance with all the accounting standards prescribed under Section 133 of the Act;

(d) Other presentations, reports, documents and information pertaining to the draft Scheme made available to the Board.

7. Rationale of the Scheme:

The Scheme is proposed to be undertaken to:

(a) consolidation of the business of the Parties, leading to synergies of operations and resulting in the expansion and long-term sustainable growth of such Parties' business, which will create greater value for the Resultant Entity;

(b) streamlining the corporate organizational structure of the Parties by reducing the number of legal entities involved in the business, and by reducing the number of layers of legal entities. This would provide several benefits, including enhanced managerial focus in a single amalgamated entity (being the Resultant Entity), seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances, costs rationalization and enhancement of the efficiency and control of the Parties, as well as improving the mechanisms for upstreaming of free cash flows and shareholder returns. This, in turn, will also assist shareholders and investors in better understanding and evaluating the structure and strength of the operations of the Parties, with the Resultant Entity also being more attractive to investors looking to invest in the airports sector;

(c) ensuring a stronger and wider capital and financial base for the Resultant Entity, along with greater access to capital, the reduction of cost of capital, and efficient and optimal utilisation of cash resources of the Parties, and thereby facilitating future growth and expansion;

(d) bringing about greater integration, operational and organisational rationalisation and effective utilisation of the combined resources of the Parties to enhance the operational efficiency of the Resultant Entity; and

GMR INFRA DEVELOPERS LTD.

(e) enabling greater economies of scale and reduction in/avoiding duplication of overheads, administrative, managerial and other common costs, and adoption of an integrated approach to internal policies, including those pertaining to remuneration, employee benefits, workplace rules and policies.

8. Effect of the Scheme on Stakeholders:

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
(i)	Shareholders	The Company has only equity shareholders and no preference shareholders. Upon the Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 1 into and with the Transferor Company 2 in terms of this Scheme, the Transferor Company 2 shall without any further application, act, instrument or deed, but subject to the terms of the Framework Agreement, as stated in the Scheme and in compliance with Applicable Law, issue at par and allot the securities, out of the authorized share capital of the Transferor Company 2, as on the Record Date in the following manner and in compliance with the terms of the Scheme: *(a) the "Share Exchange Ratio" shall be every 1000 (one thousand) fully paid equity shares of the face value of INR 10 of the Transferor Company 1 being exchanged for 15,918 equity shares of the face value of INR 10 of the Transferor Company 2, each being a fully paid-up equity share of the Transferor Company 2; and* *(b) the "OCRPS Exchange Ratio" shall be every 40000 fully paid equity shares of the face value of INR 10 of the Transferor Company 1 being exchanged for 15918 OCRPS of the face value of INR 400 of the Transferor Company 2. It is clarified that the OCRPS Exchange Ratio is calculated based on the Share Exchange Ratio, taking into account the number of equity shares which would result, on a fully diluted basis, from the conversion of the OCRPS.* Upon this Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 2 into the Company in terms of Part D of this Scheme, as decided by

GMR INFRA DEVELOPERS LTD.

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
		the Board of Directors of the Transferor Company 2 and the Company at their respective meetings held on March 19, 2023,the Company shall, without any further act, instrument or deed, but subject to the terms of the Framework Agreement, as stated in this Scheme and in compliance with Applicable Law, issue and allot the securities, out of the authorized share capital of the Transferee Company, as on the Record Date in the following manner and in compliance with the terms of the Scheme: (a) *the "Share Exchange Ratio" shall be every 18659 fully paid equity share of the face value of INR 10 of the Transferor Company 2 being exchanged for 10,000 equity shares of the face value of INR 1 of the Transferee Company, each being a fully paid-up equity share of the Transferee Company; and* (b) *the "OCRPS Exchange Ratio" shall be every 18659 OCRPS of the face value of INR 400 of the Transferor Company 2 being exchanged for 10,000 OCRPS of the face value of INR 40 of the Transferee Company. It is clarified that the OCRPS Exchange Ratio is calculated based on the Share Exchange Ratio, taking into account the number of equity shares which would result, on a fully diluted basis, from the conversion of the OCRPS.* Upon effectiveness the shares held by the Amalgamated Company in the Amalgamating Companies shall stand cancelled. The Scheme is expected to be in the best interests of the shareholders of the Companies.
(ii)	Promoter(s)	Please refer to point (i) above for details regarding effect on the shareholders
(iii)	Non-Promoter Shareholders	The Company is a wholly owned subsidiary of GIL and there are no non-promoter shareholders.
(iv)	Key Managerial Personnel ("KMP") and Employees	Upon the effectiveness of Part C of the Scheme, All the employees including Key Managerial Personnel of the Transferor Company 1 shall be deemed to have become the employees of the Company and further upon effectiveness of

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
		Part D of the scheme, become the Employees of the Transferee Company.
(v)	Creditors	All debts, duties, obligations, and liabilities (including contingent liabilities) of the Transferor Company 1 shall be and stand transferred to the Company to the extent that they are outstanding as on the Effectiveness of Part C of the Scheme and shall become the debts, duties, obligations, and liabilities of the Company and upon effectiveness of Part D of the scheme, shall become the debts, duties, obligations, and liabilities of the Transferee Company.
(vi)	Depositors	Neither the Transferor Company 1 nor the Company have any Depositors.
(vii)	Debenture Holders	As part of the Creditors mentioned at (v) above, the NCD Holders of Transferor Company 1 shall as part of Part C of the scheme, be issued NCDs of the Company and as part of Part D of the scheme, shall be NCD of the Transferee Company, in terms of the NCD exchange ratio as mentioned in the Scheme.
(viii)	Deposit Trustee and Debenture Trustee	As indicated at (vii) above, there is no impact of the scheme, on the Debenture Holders, correspondingly there is also no impact of the scheme on the Debenture Trustee.
(ix)	Director	Upon the effectiveness of the Scheme, the Company will stand dissolved, hence, the Directors will cease to be the Directors of the Company on account of dissolution.

9 Share Exchange Ratio

1) The Share Exchange Ratio under the Part C and Part D of the Scheme has been detailed at Sl. No. 8(i) above. The OCRPS Exchange Ratio under the Part C and Part D of the Scheme has been detailed at Sl. No. 8(i) above.

2) For the purpose of arriving at the Share Entitlement Ratio and the OCRPS Exchange Ratio, the Valuation Report was obtained from KPMG, an Independent Valuer and KPMG have not expressed any difficulty while determining the Share Exchange Ratio and the OCRPS Exchange Ratio.

3) The Fairness Opinion issued by ICICI Securities Limited also does not indicate any special valuation difficulties.

4) The recommendation of the Share Exchange Ratio and the OCRPS Exchange Ratio has been certified as being fair and has been approved by the respective Board of the Companies.

GMR INFRA DEVELOPERS LTD.

10 **Adoption of the Report by the Directors**

The directors of the Company have adopted this Report after noting and considering the information set forth in this Report and considering the Scheme to be in the interest of the Company, its shareholders and creditors. The Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

For and on behalf of the Board

M.V. Srinivas
Director
DIN: 02477894

GMR INFRA DEVELOPERS LTD.

Date: March 19, 2023
Place: New Delhi

GMR AIRPORTS INFRASTRUCTURE LIMITED
(Formerly known as GMR Infrastructure Limited)

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GMR AIRPORTS INFRASTRICTURE LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 AT ITS MEETING HELD ON MARCH 19, 2023

---

1. The Board of Directors ("Board") of GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("GIL" or "Company")at its meeting held on March 19, 2023 considered the draft of the proposed Composite Scheme Of Amalgamation And Arrangement among the Company ("GIL" or "Transferee Company or Resultant Entity"), GMR Infra Developers Limited ("GIDL" or "Transferor Company 2"), GMR Airports Limited ("GAL" or "Transferor Company 1") (collectively, the "Companies") and their respective shareholders and creditors, (hereinafter referred to as "Scheme"), to be implemented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and regulations made thereunder and any statutory modification or re-enactment thereof for the time being in force (the "Act"), and other applicable laws including the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended from time to time) on Scheme of Arrangement by Listed Entities ("SEBI Scheme Circular"). The Scheme *inter-alia* seeks to merge and consolidated the business of GAL ("Transferor Company 1") into GIDL ("Transferor Company 2"); and Transferor Company 2 (after the consummation of the merger of Transferor Company 1) into the Company ("Transferee Company").

   Words and expressions, used in capitalized form but not defined in this report, shall have the meaning ascribed to them in the Scheme.

2. GAL is a subsidiary of the GIL and GIDL is wholly owned subsidiary of GIL.

3. The Scheme is to be filed with the applicable bench of the National Company Law Tribunal having jurisdiction over the GAL, GIDL and GIL.

4. The draft of the Scheme was approved by the Audit Committee and the Board of Directors of the Company at their respective meetings held on March 19, 2023.

5. As per Section 232(2)(c) of the Companies Act, 2013, a report is required to be adopted by the Board explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio, specifying any special valuation difficulties, if any ("Report").

   Accordingly, this report is being prepared to comply with the requirements of the Companies Act, 2013 and SEBI Scheme Circulars, if any ("the Report") and for adoption by the Board.

6. The draft of the Scheme and following documents / draft documents were placed before the Board at its Meeting held on March 19, 2023:

   (a) Valuation report issued by an independent registered valuer viz M/s Ernst & Young Merchant Banking Services LLP (IBBI Registration No. IBB/RV-E/05/2021/155) (EY) dated March 19, 2023 describing, inter alia, the methodology adopted by them in arriving at the share exchange ratio and OCRPS exchange ratio and setting out the detailed computation of the same for the Amalgamation. ("Valuation Report")

GMR Airports Infrastructure Limited

(b) Fairness opinion issued by SEBI registered independent merchant banker viz. Morgan Stanley India Company Private Limited ('Morgan Stanley") (SEBI Registration number INZ000244438), providing its opinion on the fairness of the share exchange ratio and OCRPS exchange ratio as recommended in the Valuation Report;

(c) A certificate issued by M/s Walker Chandiok & Co. LLP, the statutory auditors of GIL, to the effect that the accounting treatment contained in the Scheme is in compliance with all the accounting standards prescribed under Section 133 of the Act and as required under SEBI Scheme Circular – Equity and certifying the payment/repayment capability of the resultant entity as required under SEBI Scheme Circular- Debt.;

(d) Report adopted by the Audit Committee of the GIL in terms of the requirements of the SEBI Scheme Circular- Equity

(e) Other presentations, reports, documents and information pertaining to the draft Scheme made available to the Board.

7. Rationale of the Scheme:

The Scheme is proposed to be undertaken to:

(a) consolidation of the business of the Parties, leading to synergies of operations and resulting in the expansion and long-term sustainable growth of such Parties' business, which will create greater value for the Resultant Entity;

(b) streamlining the corporate organizational structure of the Parties by reducing the number of legal entities involved in the business, and by reducing the number of layers of legal entities. This would provide several benefits, including enhanced managerial focus in a single amalgamated entity (being the Resultant Entity), seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances, costs rationalization and enhancement of the efficiency and control of the Parties, as well as improving the mechanisms for upstreaming of free cash flows and shareholder returns. This, in turn, will also assist shareholders and investors in better understanding and evaluating the structure and strength of the operations of the Parties, with the Resultant Entity also being more attractive to investors looking to invest in the airports sector;

(c) ensuring a stronger and wider capital and financial base for the Resultant Entity, along with greater access to capital, the reduction of cost of capital, and efficient and optimal utilisation of cash resources of the Parties, and thereby facilitating future growth and expansion;

(d) bringing about greater integration, operational and organisational rationalisation and effective utilisation of the combined resources of the Parties to enhance the operational efficiency of the Resultant Entity; and

(e) enabling greater economies of scale and reduction in/avoiding duplication of overheads, administrative, managerial and other common costs, and adoption of an integrated approach to internal policies, including those pertaining to remuneration, employee benefits, workplace rules and policies.

GMR Airports Infrastructure Limited

8. Effect of the Scheme on Stakeholders:

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
(i)	Shareholders	The Company has only equity shareholders and no preference shareholders. Upon Part C of the Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 1 intó and with the Transferor Company 2 in terms of this Scheme, the Transferor Company 2 shall without any further application, act, instrument or deed, , as stated in the Scheme and in compliance with Applicable Law, issue at par and allot the securities, out of the authorized share capital of the Transferor Company 2, as on the Record Date in the following manner and in compliance with the terms of the Scheme: *(a) the "Share Exchange Ratio" shall be every 1000 (one thousand) fully paid equity shares of the face value of INR 10 of the Transferor Company 1 being exchanged for 15,918 equity shares of the face value of INR 10 of the Transferor Company 2, each being a fully paid-up equity share of the Transferor Company 2; and* *(b) the "OCRPS Exchange Ratio" shall be every 40000 fully paid equity shares of the face value of INR 10 of the Transferor Company 1 being exchanged for 15918 OCRPS of the face value of INR 400 of the Transferor Company 2. It is clarified that the OCRPS Exchange Ratio is calculated based on the Share Exchange Ratio, taking into account the number of equity shares which would result, on a fully diluted basis, from the conversion of the OCRPS.* Upon Part D of this Scheme becoming effective, and in consideration of the transfer of and vesting of the Transferor Company 2 into the Company in terms of this Scheme, as decided by the Board of Directors of the Transferor Company 2 and the Company at their respective meetings held on March 19, 2023, the Company shall, without any further act, instrument or deed, as stated in this Scheme and in compliance with Applicable Law, issue and allot the securities, out of the authorized share capital of the Transferee Company, as on the Record Date in the following manner and in compliance with the terms of the Scheme:

GMR Airports Infrastructure Limited

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
		(a) *the "Share Exchange Ratio" shall be every 18659 fully paid equity share of the face value of INR 10 of the Transferor Company 2 being exchanged for 10,000 equity shares of the face value of INR 1 of the Transferee Company, each being a fully paid-up equity share of the Transferee Company; and* (b) *the "OCRPS Exchange Ratio" shall be every 18659 OCRPS of the face value of INR 400 of the Transferor Company 2 being exchanged for 10,000 OCRPS of the face value of INR 40 of the Transferee Company. It is clarified that the OCRPS Exchange Ratio is calculated based on the Share Exchange Ratio, taking into account the number of equity shares which would result, on a fully diluted basis, from the conversion of the OCRPS.* Upon effectiveness of the Scheme, the shares held by the Company in the Amalgamating Companies shall stand cancelled. The Scheme is expected to have several benefits for the Company, as indicated in the rationale of the Scheme set out in the Scheme, and the shareholders of the Company are also expected to benefit from the same.
(ii)	Promoter(s)	Upon effective of the Scheme, Aéroports de Paris S.A. ('ADP'), shall be categorised as a "promoter" of the Amalgamated Company, in addition to the existing promoters of the Amalgamated Company (i.e., GMR Enterprises Private Limited and Mr. G. M. Rao).
(iii)	Non-Promoter Shareholders	Please refer to point (i) above for details regarding effect on the shareholders.
(iv)	Key Managerial Personnel ("KMP") and Employees	The Key Managerial Personnel and Employees of the Company shall continue as Key Managerial Personnel and Employees of the Company after effectiveness of the Scheme. In terms clause 5.2.5 of the Scheme read with clause 9.2.5 of the Scheme, the employees of the Transferor 1 and Merged Transferor Company 2 shall become Employees of the Company on the same terms.
(v)	Creditors	All debts, duties, obligations, and liabilities (including contingent liabilities) of the Merged Transferor Company 2 shall be and stand transferred to the Company to the extent that they are outstanding as on the Effective Date and shall become the debts, duties, obligations, and liabilities of the Company
(vi)	Depositors	Neither the Transferor nor the company have any Depositors.
(vii)	Debenture Holders	As part of the Creditors mentioned at (v) above, the NCD Holders of Transferor Company 1 shall as part of Part C of the

GMR Airports Infrastructure Limited

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
		scheme, be issued NCDs of the Transferor Company 2 and as part of Part D of the scheme, shall be NCD of the company, in terms of the NCD exchange ratio as mentioned in the Scheme.
(viii)	Deposit Trustee and Debenture Trustee	As indicated at (vii) above, there is no impact of the scheme, on the Debenture Holders, correspondingly there is also no impact of the scheme on the Debenture Trustee.
(ix)	Director	The Director of the Company shall continue as Director of the Company after effectiveness of the Scheme.

9 Share Exchange Ratio

1) The Share Exchange Ratio under the Part C and Part D of the Scheme has been detailed at Sl. No. 8(i) above. The OCRPS Exchange Ratio under the Part C and Part D of the Scheme has been detailed at Sl. No. 8(i) above.

2) For the purpose of arriving at the Share Entitlement Ratio and the OCRPS Exchange Ratio, the Valuation Report was obtained from EY, an Independent Valuer and EY have not expressed any difficulty while determining the Share Exchange Ratio and the OCRPS Exchange Ratio.

3) Morgan Stanley, the Fairness Opinion provider also did not indicate any special valuation difficulties.

4) The recommendation of the Share Exchange Ratio and the OCRPS Exchange Ratio has been certified as being fair and has been approved by the Board of the Company, the Audit Committee of the Company and the board of directors of Amalgamating Companies.

GMR Airports Infrastructure Limited

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10 **Adoption of the Report by the Directors**

The Directors of the Company have adopted this Report after noting and considering the information set forth in this Report and considering the Scheme to be in the interest of the Company, its shareholders and creditors. The Board or any committee authorized by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

For and on behalf of the Board
GMR Airports Infrastructure Limited
(Formerly GMR Infrastructure Limited)

G.M. Rao
Chairman
DIN: 00574243

GMR Airports Infrastructure Limited

Date: March 19, 2023
Place: New Delhi

GMR AIRPORTS INFRASTRUCTURE LIMITED

(Formerly known as GMR Infrastructure Limited)

REPORT ADOPTED BY THE AUDIT COMMITTEE OF GMR AIRPORTS INFRASTRUCTURE LIMITED (FORMERLY KNOWN AS GMR INFRASTRUCTURE LIMITED) AT ITS MEETING HELD ON MARCH 19, 2023 IN RELATION TO THE PROPOSED COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT AMONG GMR AIRPORTS LIMITED, GMR INFRA DEVELOPERS LIMITED AND GMR AIRPORTS INFRASTRUCTURE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

1. **Members Present:**

Mr. A. Subba Rao	Chairman
Dr. Emandi Sankara Rao	Member
Dr. M. Ramachandran	Member
Mr. S R Bansal	Member

2. **Background:**

2.1. The audit committee of GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("GIL" or "Company") ("Audit Committee") at its meeting held on March 19, 2023 was requested to consider and if thought fit, recommend to the board of directors of the Company ("**Board**"), a draft of the proposed Composite Scheme Of Amalgamation And Arrangement among the Company ("GIL" or "Transferee Company or Resultant Entity"), GMR Infra Developers Limited ("GIDL" or "Transferor Company 2"), GMR Airports Limited ("GAL" or "Transferor Company 1") (collectively, the "**Companies**") and their respective shareholders and creditors, (hereinafter referred to as "**Scheme**"), to be implemented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and regulations made thereunder and any statutory modification or re-enactment thereof for the time being in force (the "Act"), and other applicable laws including the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended from time to time) on Scheme of Arrangement by Listed Entities ("SEBI Scheme Circular"). The Scheme *inter-alia* seeks to merge and consolidated the business of GAL ("Transferor Company 1") into GIDL ("Transferor Company 2"); and Transferor Company 2 (after the consummation of the merger of Transferor Company 1) into the Company ("Transferee Company").

2.2. The Scheme will be presented before the National Company Law Tribunal, ("NCLT") under Section 230 to 232 and other applicable provisions of the Act and will also be in compliance with the provisions of the Income Tax, 1961 and Section 2(1B) thereof and the SEBI Scheme Circular.

2.3. In terms of the SEBI Scheme Circular, a report from the Audit Committee recommending the draft Scheme is required taking into consideration inter-alia the Valuation Report (as defined hereunder), comments on the need for the Scheme, rationale of the Scheme, synergies of business of the entities involved in the Scheme, impact of the scheme on the shareholders of the Transferee Company and cost benefit analysis of the Scheme. This report of the Audit Committee is made to comply with the requirements of the SEBI Scheme Circular.

GMR AIRPORTS INFRASTRUCTURE LIMITED

2.4. The following documents were placed before the Audit Committee, while deliberating on the Scheme and were considered and taken on record by the Committee:

i. A draft of the proposed Scheme;
ii. Valuation Report dated March 19, 2023 of independent valuer viz Ernst & Young Merchant Banking Services LLP who in the report, has recommended: (a) the equity share entitlement ratio; (b) the ratio of optionally convertible redeemable preference shares ("OCRPS") to be issued by the Company each pursuant to the Scheme; and (c) that upon Amalgamation of GAL into GIDL, holders of Listed Non-Convertible Debenture (NCD) of GAL will receive 1 NCD in GIDL for 1 NCD held in GAL and having the same attributes as that of the corresponding NCD of the GAL and upon subsequent Amalgamation of GIDL into GIL, holder of NCD of GIDL will receive 1 NCD in GIL for 1 NCD held in GIDL and having the same attributes as that of the corresponding NCD of the GIDL, pursuant to the Scheme;
iii. Fairness Opinion dated March 19, 2023 of independent merchant banker viz. Morgan Stanley India Company Private Limited providing the fairness opinion on: (a) the equity share entitlement ratio; and (b) the ratio of optionally convertible redeemable preference shares to be issued by the Company;
iv. Certificates dated March 19, 2023 from Walker Chandiok & Co. LLP, the statutory auditors of the Company certifying that: (a) the accounting treatment in the Scheme is in accordance with the accounting standards prescribed under Section 133 of the Act and other applicable laws, as required under Paragraph I(A)(5)(a) of Annexure I of the SEBI Scheme Circular; and (b) the payment / repayment capability of the resultant entity;
v. Others presentations, reports, documents and information made to/furnished before the Audit Committee.

3. Need for the Amalgamation and Rationale of the Scheme:

The Audit Committee noted the rationale of the Scheme, which *inter-alia* is as follows:

(a) consolidation of the business of the Companies, leading to synergies of operations and resulting in the expansion and long-term sustainable growth of such Parties' business, which will create greater value for the Resultant Entity;

(b) streamlining the corporate organizational structure of the Companies by reducing the number of legal entities involved in the business, and by reducing the number of layers of legal entities. This would provide several benefits, including enhanced managerial focus in a single amalgamated entity (being the Resultant Entity), seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances, costs rationalization and enhancement of the efficiency and control of the Companies, as well as improving the mechanisms for upstreaming of free cashflows and shareholder returns. This, in turn, will also assist shareholders and investors in better understanding and evaluating the structure and strength of the operations of the Companies, with the Resultant Entity also being more attractive to investors looking to invest in the airports sector;

GMR AIRPORTS INFRASTRUCTURE LIMITED

(c) ensuring a stronger and wider capital and financial base for the Resultant Entity, along with greater access to capital, the reduction of cost of capital, and efficient and optimal utilisation of cash resources of the Parties, and thereby facilitating future growth and expansion;

(d) bringing about greater integration, operational and organisational rationalisation and effective utilisation of the combined resources of the Parties to enhance the operational efficiency of the Resultant Entity; and

(e) enabling greater economies of scale and reduction in/avoiding duplication of overheads, administrative, managerial and other common costs, and adoption of an integrated approach to internal policies, including those pertaining to remuneration, employee benefits, workplace rules and policies.

Accordingly, the Scheme will be in the best interests of the Companies and their respective shareholders.

4. The Audit Committee reviewed and noted the methodology adopted by the valuer in process of recommending the Fair Equity Share Exchange Ratio and Fair OCRPS exchange Ratio ("**Share Exchange Ratio**") for the proposed Merger of GAL with GIDL and subsequent Merger of GIDL with GIL. The Fair Exchange Ratio, in respect of the equity and OCRPS to be allotted by GIL upon Merger pursuant to the Scheme, was noted by the Audit Committee. The Committee in this regard took note of the detailed presentation made by M/s Ernst & Young on the Valuation Report and the presentation made by M/s Morgan Stanley on the Fairness Opinion.

5. The Audit Committee noted the salient features of the Scheme.

6. Synergies of Business of the Entities involved in the Scheme:

The Committee discussed the rationale and salient features of the Scheme. After due deliberation, the Committee concluded that the amalgamation will help to consolidate the business of the Parties, leading to synergies of operations and resulting in the expansion and long-term sustainable growth which will create greater value for the stakeholders of the Company.

7. Impact of the Scheme on the Company and its Shareholders:

In the light of the rationale detailed above and valuation report, Fairness Opinion and documents/reports placed before, and discussion with the Independent Valuer, the Committee noted that the shareholders of the respective companies will be issued securities in accordance with the Share Exchange Ratio based on Valuation made by the independent valuer and validated by the independent merchant banker who have provided Fairness Opinion. In light of the same the Committee is of opinion that there would be no adverse effect on the shareholders of the Company.

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8. **Cost benefit analysis of the Scheme:**

Considering the rationale and synergies detailed above, it will create a stronger and wider capital and financial base for the amalgamated entity, along with greater access to capital, the reduction of cost of capital, and efficient and optimal utilisation of cash resources of the Parties, and thereby facilitating future growth and expansion.

9. **Recommendations of the Audit Committee:**

In the light of the above, the Audit Committee, after taking into consideration of all the terms of the draft Scheme, the Valuation Report and the Fairness Opinion, the detailed presentations made in this regard to the Committee, approves and recommends the draft Scheme for favourable consideration by the Board, NCLT, the Stock Exchanges, SEBI and such other regulatory authorities, as may be applicable.

For and on behalf of the Audit Committee
of GMR Airports Infrastructure Limited
(Formerly GMR Infrastructure Limited)

A. Subba Rao
Chairman of Audit Committee
DIN: 00082313

Date : 19/3/2023

GMR AIRPORTS INFRASTRUCTURE LIMITED ★

GMR AIRPORTS INFRASTRUCTURE LIMITED

(Formerly known as GMR Infrastructure Limited)

REPORT ADOPTED BY THE COMMITTEE OF INDEPENDENT DIRECTORS OF GMR AIRPORTS INFRASTRUCTURE LIMITED (FORMERLY KNOWN AS GMR INFRASTRUCTURE LIMITED) AT ITS MEETING HELD ON MARCH 19, 2023 IN RELATION TO THE COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT AMONG GMR AIRPORTS LIMITED, GMR INFRA DEVELOPERS LIMITED AND GMR AIRPORTS INFRASTRUCTURE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ('THE SCHEME')

1. **Members Present:**

   (i) Mr. A. Subba Rao
   (ii) Ms. Bijal Ajinkya
   (iii) Dr. Emandi Sankara Rao
   (iv) Dr. M. Ramachandran
   (v) Mr. S.R. Bansal

2. **Background:**

2.1. A meeting of the Committee of Independent Directors ("**Committee**") of GMR Airports Infrastructure Limited ("GIL/Company") was held on March 19, 2023 to consider and if thought fit, recommend to the board of directors of the Company ("**Board**"), a draft of the proposed composite scheme of amalgamation among the Company ("GIL" or Transferee Company or Resultant Entity"), GMR Infra Developers Limited ("**GIDL**" or Transferor Company 2), GMR Airports Limited ("GAL" or "Transferor Company 1") (collectively, the "**Companies**") and their respective shareholders and creditors, (hereinafter referred to as "**Scheme**"), to be implemented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and regulations made thereunder and any statutory modification or re-enactment thereof for the time being in force (the "Act"), and other applicable laws including the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended from time to time) on Scheme of Arrangement by Listed Entities ("SEBI Scheme Circular"). The Scheme *inter-alia* seeks to merge and consolidated the business of GAL ("Transferor Company 1") into GIDL ("Transferor Company 2"); and Transferor Company 2 (after the consummation of the aforesaid merger) into the Company ("Transferee Company").

2.2. The Scheme will be presented before the National Company Law Tribunal, ("NCLT") under Section 230 to 232 and other applicable provisions of the Act and will also be in compliance with the provisions of the Income Tax, 1961, including Section 2(1B) thereof and the SEBI Scheme Circular.

2.3. In terms of the SEBI Scheme Circular, a report from the Committee of Independent Directors recommending the draft Scheme is required, taking into consideration, inter-alia, that the Scheme is not detrimental to the stakeholders of the Company. This report of the Committee of Independent Directors is made to comply with the requirements of the SEBI Scheme Circular.

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2.4. The following documents were placed before the Committee, while deliberating on the Scheme and were considered and taken on record by the Committee:

i. A draft of the proposed Scheme;
ii. Valuation Report dated March 19, 2023 of independent valuer viz Ernst & Young Merchant Banking Services LLP who in the report, has recommended (a) the equity share entitlement ratio; and (b) the ratio of optionally convertible redeemable preference shares to be issued by the Company pursuant to the Scheme ("**Valuation Report**");
iii. Fairness Opinion dated March 19, 2023 of independent merchant banker viz. Morgan Stanley India Company Private Limited providing the fairness opinion on (a) the equity share entitlement ratio; and (b) the ratio of optionally convertible redeemable preference shares as recommended in the Valuation Report ("**Fairness Opinion**")
iv. Others presentations, reports, documents and information made to/furnished before the Committee.

3. Need for the Amalgamation and Rationale of the Scheme:

The Committee noted the rationale of the Scheme, which *inter-alia* is as follows:

(a) consolidation of the business of the Companies, leading to synergies of operations and resulting in the expansion and long-term sustainable growth of such Parties' business, which will create greater value for the Resultant Entity;

(b) streamlining the corporate organizational structure of the Companies by reducing the number of legal entities involved in the business, and by reducing the number of layers of legal entities. This would provide several benefits, including enhanced managerial focus in a single amalgamated entity (being the Resultant Entity), seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances, costs rationalization and enhancement of the efficiency and control of the Companies, as well as improving the mechanisms for upstreaming of free cashflows and shareholder returns. This, in turn, will also assist shareholders and investors in better understanding and evaluating the structure and strength of the operations of the Companies, with the Resultant Entity also being more attractive to investors looking to invest in the airports sector;

(c) ensuring a stronger and wider capital and financial base for the Resultant Entity, along with greater access to capital, the reduction of cost of capital, and efficient and optimal utilisation of cash resources of the Parties, and thereby facilitating future growth and expansion;

(d) bringing about greater integration, operational and organisational rationalisation and effective utilisation of the combined resources of the Parties to enhance the operational efficiency of the Resultant Entity; and

(e) enabling greater economies of scale and reduction in/avoiding duplication of overheads, administrative, managerial and other common costs, and adoption of an

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integrated approach to internal policies, including those pertaining to remuneration, employee benefits, workplace rules and policies.

Accordingly, the Scheme will be in the best interests of the Companies and their respective shareholders.

4. The Committee reviewed and noted the methodology adopted by the valuer in process of recommending the Fair Equity Share Exchange Ratio and Fair OCRPS Exchange Ratio (**"Share Exchange Ratio"**) for the proposed Merger of GAL with GIDL and subsequent Merger of GIDL with GIL. The Fair Exchange Ratio, in respect of the equity and OCRPS to be allotted by GIL upon Merger pursuant to the Scheme, was noted by the Committee. The Committee also noted that that upon Amalgamation of GAL into GIDL, holders of Listed Non-Convertible Debenture (NCD) of GAL will receive 1 NCD in GIDL for 1 NCD held in GAL and having the same attributes as that of the corresponding NCD of the GAL and upon subsequent Amalgamation of GIDL into GIL, holder of NCD of GIDL will receive 1 NCD in GIL for 1 NCD held in GIDL and having the same attributes as that of the corresponding NCD of the GIDL, pursuant to the Scheme;

5. The Committee noted the salient features of the Scheme.

6. **Scheme is not detrimental to the shareholders of the Company:**

In the light of the rationale detailed above and Valuation Report, Fairness Opinion and documents/reports placed before the Committee, the Committee noted that the shareholders of the respective companies will be issued Equity Shares and OCRPS in accordance with the Share Exchange Ratio based on Valuation made by the independent valuer and validated by the independent merchant banker who have provided Fairness Opinion. In light of the same the Committee is of opinion that there would be no adverse effect on the shareholders of the Company.

In light of the rationale detailed above and Valuation Report, Fairness Opinion and documents/ reports placed before, the Committee after due deliberations and due consideration of all the terms of the draft Scheme, Valuation Report, Fairness Opinion, and considering the fact that the proposed Scheme is not effecting the shareholders of the Company and is also not detrimental to the interest of the shareholders of the Company including minority shareholders recommends the draft Scheme for favourable consideration and approval of the Board of Directors.

For and on behalf of the Committee of Independent Directors
of GMR Airports Infrastructure Limited
(Formerly GMR Infrastructure Limited)

A. Subba Rao
Chairperson of Independent Directors Meeting
DIN: 00082313

Date 19/03/2023

GMR AIRPORTS INFRASTRUCTURE LIMITED

KPMG

KPMG Valuation Services LLP
Building No.10
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Gurugram - 122 002, India

Telephone: +91 124 307 4000
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Dated: 19 March 2023

To,
The Board of Directors,
GMR Airports Limited
BCCL, Times Internet Building,
Second Floor, Plot No. 391,
Udyog Vihar Phase – III,
Gurugram, Haryana-122016

Re: Recommendation of Security Exchange ratio for the proposed amalgamation of GMR Airports Limited into GMR Infra Developers Limited and subsequent amalgamation of GMR Infra Developers Limited into GMR Airports Infrastructure Limited

Dear Sir/ Madam,

We refer to the engagement letter dated 15 November 2022, addendum dated 10 January 2023 and addendum dated 18 March 2023 whereby GMR Airports Limited and GMR Infra Developers Limited (hereinafter referred as "GAL" and "GIDL" respectively, or "Client", or "You") have requested KPMG Valuation Services LLP (hereinafter referred to as "KPMG" or "Valuer" or "us" or "we") to recommend a share exchange ratio and non-convertible debenture exchange ratio (together referred to as Security Exchange ratio) in connection with the proposed transaction defined hereinafter.

BACKGROUND OF THE COMPANIES

GMR Airports Limited ("GAL" or "Transferor Company 1"), is a public limited company incorporated on February 6, 1992, under the Companies Act, 1956 with the corporate identification number U65999HR1992PLC101718 and the permanent account number AAACM7791H. GAL is an unlisted company but has certain debt securities issued by it being listed on the BSE and is subject to SEBI Debt Circulars. GAL is in the business of holding the shares and securities of, and lending funds to, group companies, which in turn own, develop, manage and / or operate airports and related infrastructure in India and abroad. GAL is also engaged in certain airport-related businesses, including the provision of engineering, procurement, and construction (EPC) services. GAL is a subsidiary of GMR Airports Infrastructure Limited.

GAL had standalone revenue from operations and loss after tax of INR 3,140.9 million and INR 10,764.4 million respectively for the nine months period ended 31 December 2022 as per its provisional financial statements. GAL had a net worth of INR 167,890.8 million as on 31 December 2022 as per its provisional financial statements.

GMR Infra Developers Limited ("GIDL" or the "Transferor Company 2") is a public limited company incorporated on February 27, 2017, under the provisions of Companies Act, 2013 with the corporate identification number U74999MH2017PLC291718 and the permanent account number AAGCG7159M. GIDL is an unlisted company under the Companies Act, 2013. GIDL has been incorporated with the object of, inter alia, undertaking infrastructure business, providing financial assistance for development, construction, operation and maintenance of infrastructure projects in India, and is engaged in the business of infrastructure construction services. GIDL is a wholly owned subsidiary of the GMR Airports Infrastructure Limited.

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GIDL had standalone income and loss after tax of INR 27.8 million and INR 3,938.2 million, respectively for the nine months period ended 31 December 2022 as per its provisional financial statements. GIDL had a net worth of INR 33,237.4 million as on 31 December 2022 as per its provisional financial statements.

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) ("GIL" or the "Transferee Company") is a public limited company incorporated on May 10, 1996, under the provisions of the Companies Act, 1956, with the corporate identification number L45203MH1996PLC281138 and the permanent account number AABCG8889P. The equity shares of GIL are listed on the national stock exchange ("NSE") and the Bombay stock exchange ("BSE"). GIL is engaged in the business of infrastructure activities, executing projects either by itself or through special purpose vehicles, providing support activities, as well as, supervisory and management functions, to its group entities.

GIL had standalone revenue from operations and loss after tax of INR 737.7 million and INR 6,489.6 million, respectively for the nine months period ended 31 December 2022 as per its provisional financial statements. GIL had a net worth of INR 97,278.4 million as on 31 December 2022 as per its provisional financial statements.

Aeroports De Paris SA ("ADP") is a listed company, incorporated in 1945, and engaged in the business of operating airports. The registered office of ADP is located at 1 Rue de France, Tremblay-en-France, Ile-de-France – 93290, France. ADP had revenue and profit after tax of EUR 4,688 million Euro 516 million respectively for the year ended 31 December 2022.

GMR Infra Services Private Limited ("GISPL") is a private company incorporated in India in 2016, where ADP holds 99.99% stake. The registered office of GISPL is located at Naman Centre, 7th Floor, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra- 400 051, India.

SCOPE AND PURPOSE OF THIS REPORT

We understand that the Board of Directors of GAL ("Management"), GIDL and GIL are contemplating the amalgamation of GMR Airports Limited and GMR Infra Developers Limited into GMR Airports Infrastructure Limited in two steps:

i) GMR Airports Limited into GMR Infra Developers Limited ("Proposed Transaction 1"); and
ii) GMR Infra Developers Limited (after the consummation of the amalgamation envisaged in point (a) above) into GMR Airports Infrastructure Limited (collectively with the Transferor Company 1 and Transferor Company 2, the Parties) ("Proposed Transaction 2").
(Proposed Transaction 1 and Proposed Transaction 2 collectively referred to as the "Proposed Transaction") (the resultant surviving entity, the "Resultant Entity")

on a going concern basis pursuant to a Composite Scheme of Amalgamation under the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the act (the "Scheme").

As per the Scheme, the Parties have agreed that, upon the Scheme becoming effective, and in consideration of the transfer of and vesting of GAL into and with GIDL, the Indian shareholders of GAL shall be issued, in lieu of their existing shareholding in GAL, securities in the form of equity shares as well as OCRPS of GIDL, such that 9% of the value of the securities issued to the domestic shareholders, on account of their direct shareholding in GAL, is in the form of equity shares, and 91% of the value of the securities issued to the domestic shareholders on account of their direct shareholding in the GAL is in the form of OCRPS. 100% of the value of the securities issued to foreign shareholders shall be in the form of equity shares.

KPMG Valuation Services LLP Gurugram

Further, as per the Scheme, the listed NCD holders of GAL shall be issued, in lieu of their existing holding in GAL NCDs, NCDs of GIDL with the same terms (including the coupon rate, tenure, redemption price and quantum, nature of security etc.).

We understand that upon the coming into effect of the Scheme, and in consideration of the Proposed Transaction 1:

i) GIL, as a shareholder in GAL, shall be entitled to receive:
   a) Equity shares of GIDL having the face value of INR 10
   b) Optionally Convertible Redeemable Preference Shares ("OCRPS") of GIDL having the face value of INR 400,
ii) GMR Infra Services Private Limited ("GISPL") as a shareholder in GAL, shall be entitled to receive:
   a) Equity shares of GIDL having the face value of INR 10
   b) OCRPS of GIDL having the face value of INR 400,
iii) Aeroports De Paris ("ADP"), as a shareholder in GAL, shall be entitled to receive equity shares of GIDL having the face value of INR 10
iv) NCD holders of GAL shall be entitled to receive NCDs of GIDL with the same terms.

For the purposes of issuance of equity shares and OCRPS under items (i) to (iii) above, such issuance shall be undertaken on the basis of the Share Exchange Ratio 1 for equity shares and OCRPS Exchange Ratio 1 for OCRPS. Further, issuance of NCDs under item (iv) above shall be undertaken on the basis of NCD Exchange Ratio 1.

We understand that upon the coming into effect of the Scheme, and in consideration of the Proposed Transaction 2:

i) ADP, as a shareholder in GIDL, shall be entitled to receive equity shares having a face value of INR 1 issued by GIL
ii) GISPL, as a shareholder in GIDL, shall be entitled to receive equity shares having a face value of INR 1 issued by GIL
iii) GISPL as a holder of OCRPS in GIDL, shall be entitled to receive OCRPS having a face value of INR 40 issued by GIL
iv) the equity shares and OCRPS held by GIL would stand extinguished
v) NCD holders of GIDL (which were received in-lieu of NCDs held in GAL) shall be entitled to receive NCDs of GIL with the same terms.

For the purposes of issuance of equity shares and OCRPS under items (i) to (iv) above, such issuance shall be undertaken on the basis of the Share Exchange Ratio 2 for equity shares and OCRPS Exchange Ratio 2 for OCRPS. Further, issuance of NCDs under item (v) above shall be undertaken on the basis of NCD Exchange Ratio 2.

As a result of Proposed Transaction 1 and Proposed Transaction 2, ADP as a shareholder in GAL shall receive equity shares of GIL (referred to as Resultant Share Exchange Ratio which is a combination of Share Exchange Ratio 1 and Share Exchange Ratio 2) and GISPL as equity shareholder in GAL shall receive equity shares of GIL and OCRPS of GIL. Further, NCD holders of GAL shall receive NCDs of GIL with same terms.

Share Exchange Ratio 1, Share Exchange Ratio 2, Resultant Share Exchange Ratio, OCRPS Exchange Ratio 1 and OCRPS Exchange Ratio 2 is collectively referred to as the "**Share Exchange Ratio**". NCD Exchange Ratio 1 and NCD Exchange Ratio 2 are collectively referred to as the "**NCD Exchange Ratio**".

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It is in this connection that the Client has requested us to render our professional services by way of carrying out a relative valuation of GAL, GIDL and GIL (together referred as the "the Companies" or "Businesses") and submit a report recommending the Security Exchange Ratio for the Proposed Transaction, on a going concern basis with 31 December 2022 being the valuation date, (the "Services") for the consideration of the Board of Directors of the Client in accordance with the applicable Securities and Exchange Board of India ("SEBI"), the relevant stock exchanges', and relevant laws, rules and regulations. To the extent mandatorily required under applicable laws of India, this report maybe produced before the judicial, regulatory or government authorities, stock exchanges, shareholders in connection with the Proposed Transaction.

The scope of our services is to conduct a relative valuation (not an absolute valuation) of the Businesses and recommend a Security Exchange Ratio for the Proposed Transaction.

We have been informed by GAL that GIL have also appointed independent valuers ("Other Valuers") for the Proposed Transaction. All the valuers (jointly referred as "Valuers") have been appointed severally and not jointly and have worked independently in their analysis. Further, upon conclusion of our work and prior to issue of the report, we have discussed our findings, methodology and approach with the Other Valuers. No documents including valuation workings have been shared by us with the Other Valuers. Although the Valuers have independently arrived at different values per share of the Businesses, we have arrived at a consensus on the Security Exchange Ratio, after making appropriate minor adjustments/ rounding off.

We have considered financial information up to 31 December 2022 (the "Valuation Date") in our analysis and have made adjustments for facts made known to us till the date of our report, including taking into consideration current market parameters, which will have a bearing on the valuation analysis. The Management has informed us that they do not expect any events which are unusual or not in normal course of business up to the effective date of the Proposed Transaction, other than the events specifically mentioned in this report. We have relied on the above while arriving at the Security Exchange Ratio for the Proposed Transaction.

This report is our deliverable in respect of our recommendation of the Security Exchange Ratio for the Proposed Transaction.

This report and the information contained herein is absolutely confidential. The report will be used by the Client only for the purpose, as indicated in this report and the engagement letter, for which we have been appointed. The results of our valuation analysis and our report cannot be used or relied by the Client for any other purpose or by any other party for any purpose whatsoever. We are not responsible to any other person/ party for any decision of such person/ party based on this report. Any person/ party intending to provide finance/ invest in the shares/ businesses of the Companies/ their holding companies/ subsidiaries/ joint ventures/ associates/ investee/ group companies, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person/ party (other than the Client) chooses to place reliance upon any matters included in the report, they shall do so at their own risk and without recourse to the Valuer. It is hereby notified that usage, reproduction, distribution, circulation, copying or otherwise quoting of this report or any part thereof, except for the purpose as set out earlier in this report, without our prior written consent, is not permitted, unless there is a statutory or a regulatory requirement to do so.

The report including, (for the avoidance of doubt) the information contained in it is absolutely confidential and intended only for the sole use and information of the Client. Without limiting the foregoing, we understand that the Client may be required to submit the report to or share the report with their professional advisors, shareholders, merchant bankers providing fairness opinion on the Security Exchange Ratio and regulatory authorities/ stock exchanges, in connection with the Proposed Transaction (together, "Permitted Recipients"). We hereby give

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consent to the disclosure of the report to any of them, subject to the Client ensuring that any such disclosure shall be subject to the condition and understanding that:

- it will be the Client's responsibility to review the report and identify any confidential information that it does not wish to or cannot disclose;
- we owe responsibility only to the Client that have engaged us and nobody else, and to the fullest extent permitted by law;
- we do not owe any duty of care to anyone else other than the Client and accordingly no one other than the Client is entitled to rely on any part of the report;
- we accept no responsibility or liability towards any third party (including, the Permitted Recipients) to whom the report may be shared with or disclosed or who may have access to the report pursuant to the disclosure of the report to the Permitted Recipients. Accordingly, no one other than the Client shall have any recourse to us with respect to the report;
- we shall not, under any circumstances, have any direct or indirect liability or responsibility to any party engaged by the Client or to whom the Client may disclose or directly or indirectly permit the disclosure of any part of the report and that by allowing such disclosure we do not assume any duty of care or liability, whether in contract, tort, breach of statutory duty or otherwise, towards any of the third parties.

It is clarified that reference to this valuation report in any document and/ or filing with aforementioned tribunal/ judicial/ regulatory authorities/ government authorities/ stock exchanges/ courts/ shareholders/ professional advisors/ merchant bankers, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by the Valuer of any responsibility or liability to any person/ party other than the Board of Directors of the Client.

This report is subject to the scope, assumptions, qualifications, exclusions, limitations, and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

DISCLOSURE OF INTEREST/ CONFLICT

- KPMG is not affiliated to the Client in any manner whatsoever.
- KPMG does not have a prospective interest in the business which is the subject of this report.
- KPMG's fee is not contingent on an action or event resulting from the analyses, opinions, or conclusions in this report.

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information shared with us during the course of the engagement:

- Draft Composite Scheme of Amalgamation and Arrangement
- Copy of Bond Trust Deed pertaining to listed NCDs
- Historical financials of the Companies/ their subsidiaries/ associates/ joint ventures/ investee companies/ their businesses comprising the following:
    - Audited financial results for the period ended 31 March 2022 and earlier years
    - Audited (limited review) financials of GIL, subsidiaries of GIL and the underlying subsidiaries of GAL for the period ended 31 December 2022
    - Special purpose interim standalone audited financials of GIDL and GAL for the period ended 31 December 2022

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- Audited (limited review) financials of international subsidiaries of GAL for the period ended 30 September 2022

- Projections of the Companies and the subsidiaries (comprising profit and loss and balance sheet), as applicable
- Discussion with the Managements of the Companies in connection with the operations of the respective Companies/ subsidiaries, past and present activities, future plans and prospects, details of the proposed deal in certain subsidiaries of the Companies as recently announced, share capital and shareholding pattern of the Companies including but not limited to the following-
  - Conversion of compulsorily convertible preference shares of GAL into equity shares.
  - Issuance of Foreign Currency Convertible Bond ("FCCB") to ADP by GIL.
  - Cebu Transaction details as mentioned in Cebu Airport Transaction Slides.
  - Contingent liability schedule for GIL as at 31 December 2022
- For our analysis, we have relied on published and secondary sources of data, whether or not made available by the Companies. We have not independently verified the accuracy or timeliness of the same; and
- Such other analysis and enquiries, as we considered necessary.

We have also obtained the explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise from the Managements and representatives of the Companies. The Client has been provided with the opportunity to review the draft report (excluding the recommended Security Exchange Ratio) for this engagement to make sure that factual inaccuracies are avoided in our final report.

As per the Managements of the Companies, the operations of the Businesses had been impacted due to Covid-19 pandemic and the consequent lockdown in various countries including India. The Management of Companies has represented that the impact of Covid-19 on the business operations of Companies has been considered/ factored in the projections. The Management of Companies has further represented that no material adverse change has occurred in their respective operations and financial position of the Businesses between Valuation Date and the report date.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting/ tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

This report, its content, and the results herein are specific to the purpose of valuation and the Valuation Date mentioned in the report and agreed as per the terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

A valuation of this nature involves consideration of various factors including those impacted by prevailing stock market trends in general and industry trends in particular. This report is issued on the understanding that the management of the Companies have drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on our opinion, on the Security Exchange Ratio for the Proposed Transaction as on the Valuation Date. We have considered only circumstances existing at the Valuation Date and events occurring up to the Valuation Date. Events and circumstances may have occurred since the Valuation Date concerning the financial position of the Companies or any other matter and such events or circumstances might be considered material by the Companies or any third party. We have considered, in our valuation analysis, such events and circumstances occurring after the Valuation Date as disclosed to us by the Companies, to the extent considered appropriate by us based on our professional

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judgement. Further, we have no responsibility to update the report for any events and circumstances occurring after the date of the report. Our valuation analysis was completed on a date subsequent to the Valuation Date and accordingly we have taken into account such valuation parameters and over such period, as we considered appropriate and relevant, up to a date close to such completion date.

The recommendation(s) rendered in this report only represent our recommendation(s) based upon information received from the Companies till 18 March 2023 and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). You acknowledge and agree that you have the final responsibility for the determination of the Security Exchange Ratio at which the Proposed Transaction shall take place and factors other than our Valuation report will need to be taken into account in determining the Security Exchange Ratio; these will include your own assessment of the Proposed Transaction and may include the input of other professional advisors.

In the course of the valuation, we were provided with both written and verbal information, including market, financial and operating data. In accordance with the terms of our engagement, we have carried out relevant analyses and evaluations through discussions, calculations and such other means, as may be applicable and available, we have assumed and relied upon, without independently verifying, (i) the accuracy of the information that was publicly available, sourced from subscribed databases and formed a substantial basis for this report and (ii) the accuracy of information made available to us by the Companies. While information obtained from the public domain or external sources have not been verified for authenticity, accuracy, or completeness, we have obtained information, as far as possible, from sources generally considered to be reliable. We assume no responsibility for such information. Our valuation does not constitute as an audit or review in accordance with the auditing standards applicable in India, accounting/ financial/ commercial/ legal/ tax/ environmental due diligence or forensic/ investigation services and does not include verification or validation work. In accordance with the terms of our engagement letter and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed, certified, carried out a due diligence, or otherwise investigated the historical and projected financial information, if any, provided to us regarding the Companies/ their holding/ subsidiary/ associates/ joint ventures/ investee companies, if any. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the historical financials/ financial statements and projections. The assignment did not involve us to conduct the financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the Companies. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the assumptions and information given by/on behalf of the Companies. The respective Managements of the Companies have indicated to us that they have understood that any omissions, inaccuracies, or misstatements may materially affect our valuation analysis/results. Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and their impact on the report.

The report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this valuation report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited/ unaudited balance sheets of the Companies/ their holding/ subsidiary/ associates/ joint ventures/ investee companies, if any. Our conclusion of value assumes that the assets and liabilities of the Companies reflected in their respective latest audited or provisional balance sheets remain

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intact as of the report date. No investigation of the Companies'/ subsidiaries claims to title of assets has been made for the purpose of this report and the Companies'/ subsidiaries claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

Our report is not, nor should it be construed as our opining or certifying the compliance of the Proposed Transaction with the provisions of any law/ standards including companies, foreign exchange regulatory, accounting and taxation (including transfer pricing) laws/ standards or as regards any legal, accounting or taxation implications or issues arising from such Proposed Transaction.

Our report is not, nor should it be construed as our recommending the Proposed Transaction or anything consequential thereto/ resulting therefrom. This report does not address the relative merits of the Proposed Transaction as compared with any other alternatives or whether such alternatives could be achieved or are available. Any decision by the Companies/ their shareholders/ creditors regarding whether to proceed with the Proposed Transaction shall rest solely with them. We express no opinion or recommendation as to how the shareholders/ creditors of the Companies should vote at any shareholders'/ creditors' meeting(s) to be held in connection with the Proposed Transaction. This report does not in any manner address, opine on or recommend the prices at which the securities of the Companies could or should transact at following the announcement/ consummation of the Proposed Transaction. Our report and the opinion/ valuation analysis contained herein is not nor should it be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities or as providing management services or carrying out management functions. It is understood that this analysis does not represent a fairness opinion.

We express no opinion on the achievability of the forecasts, if any, relating to the Companies/ their subsidiaries/ associates/ joint ventures/ investee companies/ their businesses given to us by the Management of Companies. The future projections are the responsibility of the respective Management of the Companies. The assumptions used in their preparation, as we have been explained, are based on their present expectation of both – the most likely set of future business events and circumstances and the respective management's course of action related to them. It is usually the case that some events and circumstances do not occur as expected or are not anticipated. Therefore, actual results during the forecast period may differ from the forecast and such differences may be material.

The information used in the Valuation, including the forecast financial information, has been provided to us by Management of Companies, and we have necessarily relied upon this. Such information and underlying assumptions represent Management's best estimates of the company's likely performance as at the date of their preparation. If the information shown in this report or the assumptions on which this report is based are subsequently shown to be incorrect or incomplete, this could have the effect of changing the valuation conclusions set out in this report and these changes could be material. We are under no obligation to amend our report for any subsequent event or new information.

We have not conducted or provided an analysis or prepared a model for any individual assets/ liabilities and have wholly relied on information provided by the Companies in that regard.

Neither the report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the Proposed Transaction, without our prior written consent.

This valuation report is subject to the laws of India.

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Any discrepancies in any table/ annexure between the total and the sums of the amounts listed are due to rounding-off.

SHARE CAPITAL DETAILS OF THE COMPANIES

GMR Airport Infrastructure Limited

As at 31 December 2022 and the report date, the paid up equity share capital of GIL is INR 6,035.9 million consisting of 6,035,945,275 equity shares of face value of INR 1/- each fully paid up. The shareholding pattern of GIL is as follows:

Category	Number of Shares	% shareholding
Promoter & Promoter Group**	3,555,169,176	58.90
Public	2,480,776,099	41.10
Total	**6,035,945,275**	**100.00**

** - *Classification based on shareholding on NSE*

As at the report date, GIL has issued foreign currency convertible bonds ("FCCBs") of the following kinds:

i) of a face value of USD 1,000,000 each (United States Dollars One Million each), aggregating to a sum of USD 25,000,000 (United State Dollars Twenty-Five Million Only); and

ii) of a face value of EUR 1,000,000 (Euros One Million each), aggregating to a sum of the EUR 330,817,000.

GMR Infra Developers Limited

As at 31 December 2022 and report date, the paid up equity share capital of GIDL is INR 0.5 million consisting of 50,000 equity shares of face value of INR 10/- each fully paid up.

Particular	Number of Shares	% shareholding*
GMR Airports Infrastructure Limited	49,994	100.00
DHRUVI SECURITIES LIMITED*	1	0.00
GMR AEROSTRUCTURE SERVICES LIMITED*	1	0.00
GMR CORPORATE AFFAIRS LIMITED*	1	0.00
GMR BUSINESS PROCESS AND SERVICES PRIVATE LIMITED*	1	0.00
MR. M.V. SRINIVAS*	1	0.00
MR. NARAYANA RAO K.*	1	0.00
Total	**50,000**	**100.00**

* *Nominees of GMR Airports Infrastructure Limited*

As at report date, GIDL has issued 41,385 compulsorily convertible debentures of INR 10,00,000 each, each of which is held by GIL.

GMR Airports Limited

As at the report date, the paid-up equity share capital of GAL is INR 15,668.4 million consisting of 1,566,848,289 equity shares of face value of INR 10/- each fully paid up.

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Particular	Number of Shares	% shareholding*
GMR Airports Infrastructure Limited	565,517,023	36.09
GMR Infra Developers Limited	296,249,536	18.91
Aeroports De Paris	369,596,829	23.59
GMR Infra Services Private Limited	335,484,901	21.41
Total	**1,566,848,289**	**100.00**

As per the terms of Scheme, we understand that prior to the Scheme coming into effect, compulsory convertible preference shares (CCPS) issued by GAL shall stand converted into equity shares as part of settlement of ratchets. Accordingly, the above shareholding pattern takes into account the conversion of CCPS.

APPROACH AND METHODOLOGY – BASIS OF TRANSACTION

The Scheme contemplates the Proposed Transaction i.e., amalgamation of GMR Airports Limited and GMR Infra Developers Limited into GMR Airports Infrastructure Limited.

Arriving at the Share Exchange Ratio for the purposes of an arrangement such as the Proposed Transaction, would require determining the relative values of each company involved and of their shares. These values are to be determined independently but on a relative basis, and without considering the effect of the arrangement.

BASIS OF VALUE

The report has been prepared on the basis of "Fair Value" as at Valuation Date. The generally accepted definition of "Fair Value" is the value as applied between a hypothetical willing vendor and a hypothetical willing prudent buyer in an open market and with access to all relevant information.

PREMISE OF VALUE

The report has adopted "Going Concern Value" as the premise of value in the given circumstances. The generally accepted definition of Going Concern Value is the value of a business enterprise that is expected to continue to operate in the future.

We have carried out the valuation in accordance with the principles laid in the ICAI Valuation Standards, as applicable to the purpose and terms of this engagement.

The three main valuation approaches are the market approach, income approach and asset approach. There are several commonly used and accepted methods within the market approach, income approach and asset approach, for determining the relative fair value of equity shares of a company, which can be considered in the present valuation exercise, to the extent relevant and applicable, to arrive at the Share Exchange Ratio for the purpose of the Proposed Transaction, such as:

- Market Approach - Market Price Method; Comparable Companies' Multiples' (CCM) Method
- Income Approach - Discounted Cash Flow (DCF) Method
- Asset Approach - Net Asset Value (NAV) Method

It should be understood that the valuation of any company or its assets is inherently subjective and is subject to uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our

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analysis. we made assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions, and prospects, financial and otherwise, of the companies/ businesses, and other factors which generally influence the valuation of companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of method of valuation has been arrived at using usual and conventional methods adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Market Approach: Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

- **Market Price Method:** Under this method, the value of shares of a company is determined by taking the average of the market capitalization of the equity shares of such company as quoted on a recognized stock exchange over reasonable periods of time where such quotations are arising from the shares being regularly and freely traded in an active market, subject to the element of speculative support that may be inbuilt in the market price. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share, especially where the market values are fluctuating in a volatile capital market. Further, in the case of a merger/ demerger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard. This method would also cover any other transactions in the shares of the company including primary/ preferential issues/ open offer in the shares of the company available in the public domain.

- **Comparable Companies' Multiples' (CCM) Method:** Under this method, one attempts to measure the value of the shares/ business of company by applying the derived market multiple based on market quotations of comparable public/ listed companies, in an active market, possessing attributes similar to the business of such company - to the relevant financial parameter of the company/ business (based on past and/ or projected working results) after making adjustments to the derived multiples on account of dissimilarities with the comparable companies and the strengths, weaknesses and other factors peculiar to the company being valued. These valuations are based on the principle that such market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

Income Approach: Income approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalised) amount. The value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.

Under DCF method, the projected free cash flows from business operations available to all providers of capital are discounted at the weighted average cost of capital to such capital providers, on a market participant basis, and the sum of such discounted free cash flows is the value of the business from which value of debt and other capital is deducted, and other relevant adjustments made to arrive at the value of the equity – Free Cash Flows to Firm (FCFF) technique; This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total

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capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

Further, the projected free cash flows from business operations available to equity holders are discounted at the cost of equity, on a market participant basis, and the sum of such discounted free cash flows is the Operating value of equity to which other relevant adjustments made to arrive at the value of the equity – Free Cash Flows to Equity (FCFE) technique; This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to Equity Shareholders. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

For DCF valuation, the free cash flow forecast is based on projected financials as provided by the Management of the Companies. While carrying out this engagement, we have relied on historical information made available to us by the Management of the Companies and the projected financials for future related information. Although we have read, analyzed and discussed the Management Business Plans for the purpose of undertaking a valuation analysis, we have not commented on the achievability and reasonableness of the assumptions provided to us save for satisfying ourselves to the extent possible that they are consistent with other information provided to us in the course of the assignment. We have assessed and evaluated the reasonableness of the projections based on procedures such as analyzing industry data, historical performance, expectations of comparable companies, analyst reports etc.

Asset Approach - Net Asset Value Method

Under the asset approach, the net asset value (NAV) method is considered, which is based on the underlying net assets and liabilities of the company, taking into account operating assets and liabilities on a book value basis and appropriate adjustments for, interalia, value of surplus/ non-operating assets.

The valuation approaches/ methods used, and the values arrived at using such approaches/ methods have been tabled in the next section of this report.

BASIS OF SHARE EXCHANGE RATIO

The basis of the Proposed Transaction would have to be determined after taking into consideration all the factors, approaches and methods considered appropriate by the Valuer. Though different values have been arrived at under each of the above approaches/ methods, for the purposes of recommending the Share Exchange Ratio it is necessary to arrive at a single value for the shares of the companies involved in an amalgamation such as the Proposed Transaction. It is however important to note that in doing so, we are not attempting to arrive at the absolute values of the shares of the Companies but at their relative values to facilitate the determination of a Share Exchange Ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each approach/ method.

In the ultimate analysis, valuation will have to be arrived at by the exercise of judicious discretion by the valuer and judgments taking into account all the relevant factors. There will always be several factors, e.g., quality of the management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share. The determination of exchange ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single exchange ratio. While we have provided our recommendation of the Share Exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Share Exchange Ratio. The final

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responsibility for the determination of the exchange ratio at which the Proposed Transaction shall take place will be with the Board of Directors of the Companies who should take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors.

The Share Exchange Ratio has been arrived at on the basis of a relative equity valuation of GIL, GIDL and GAL based on the various applicable approaches/ methods explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of these companies, having regard to information base, key underlying assumptions and limitations.

We have applied relevant methods discussed above, as considered appropriate, and arrived at the assessment of the relative values per equity share of GIL, GIDL and GAL. To arrive at the Share Exchange Ratio for the Proposed Transaction, suitable minor adjustments/ rounding off have been done in the relative values arrived at by us.

BASIS OF NCD EXCHANGE RATIO

As per the Scheme, holders of the NCDs of GAL will hold NCDs of GIDL, with the same terms (including the coupon rate, tenure, redemption price and quantum, nature of security etc.), and that, thereafter, the holders of the NCDs of GIDL will hold NCDs of GIL, which will again be on the same terms (including the coupon rate, tenure, redemption price and quantum, nature of security etc.).

Therefore, we understand that all NCD holders in GAL would become NCD holders in GIL, and that the Proposed Transaction would not alter the number and/or terms of the NCDs held by such holders, and the rights, security coverage, payment terms, interest rates etc. would be the same as when such NCDs were held in GAL. Further, upon the Scheme becoming effective, the beneficial economic interest of the NCD holders of GAL in the NCDs of GIL would be same and therefore the Proposed Transaction shall be value-neutral to the NCD holders of GAL. Accordingly, the fair value of NCDs of GAL, GIDL and GIL is not relevant for the present exercise.

VALUER NOTES

For the present valuation analysis, we have considered it appropriate to apply the Income Approach and Market Approach for GIL, GAL and GIDL to arrive at the relative fair value of the equity shares for the purpose of Share Exchange Ratio.

In the present case, the shares of GIL are listed on BSE and NSE and there are regular transactions in their equity shares with reasonable volume. In the circumstances, the share price of GIL has been considered as suggested in regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Accordingly, higher of the below two methods has been taken for determining the value of GIL under the market price methodology:

a) the volume weighted average price for 90 trading days preceding the Valuation report date,
b) the volume weighted average price for 10 trading days preceding the Valuation report date,

We understand that GIL derives its value materially from GAL on account of having investment in only one operating company (which is materially smaller when compared to operations of GAL) other than GAL. Therefore, the market price method is used to determine equity share values of GIDL and GAL also even though they do not trade on stock exchanges. GIDL and GAL equity share values under this method have been determined by using the equity share value of GIL arrived at by using the market price method and adjusting the value of

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assets and liabilities of GIL not attributable to GIDL and GAL to arrive at the remaining value of GIDL and GAL thereafter.

In the present case, we have not used the CCM method due to no listed comparable company in India, and differences in size, scale, government regulations and geography between GAL and overseas publicly listed airport companies.

Given the nature of the businesses of the Companies and the fact that GIL, GAL and GIDL have provided their projected financials, we have considered it appropriate to apply the DCF Method under the Income Approach to arrive at the relative fair value of the shares of the Companies for the purpose of arriving at the Share Exchange Ratio. However, we have not given any weightage to this method as the equity value of GIL from this method is lower than the equity value of GIL in accordance with regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

In the current analysis, Proposed Transaction is proceeded with on the assumption that the Companies would merge as going concerns and an actual realization of the operating assets is not contemplated. The operating assets have therefore been considered at their book value and non-operating/ surplus assets, if any at their fair values under the Asset Approach. In such a going concern scenario, the relative earning power, as reflected under the Income/ Market approach, is of greater importance to the basis of amalgamation/ demerger, with the values arrived at on the net asset basis being of limited relevance. Hence, while we have calculated the values of the shares of the Businesses under the Asset Approach, we have considered it appropriate not to give any weightage to the same in case of GIL, GIDL and GAL.

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above, we recommend the following Security Exchange Ratio for the Proposed Transaction whose computation is as under:

The computation of Share Exchange Ratio 1 as derived by KPMG, is given below:

Valuation Approach	GAL		GIDL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Market Approach	347.80	100%	21.85	100%
Income Approach	330.60	0%	20.62	0%
Asset Approach	(11.90)	0%	(3.90)	0%
Relative Value per Share	**347.80**	**100%**	**21.85**	**100%**
Exchange Ratio (Rounded off)	**15.9180**			

As per the Scheme, OCRPS of GIDL shall be issued in a manner such that 9% of the value of the securities issued to the domestic shareholders is in the form of equity shares, and 91% of the value of the securities issued to the domestic shareholders is in the form of OCRPS.

The computation of OCRPS Exchange Ratio 1 is based on Share Exchange Ratio 1, each OCRPS shall reflect 40 equity shares of GIDL, on a fully diluted basis.

The computation of Share Exchange Ratio 2 as derived by KPMG, is given below:

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Valuation Approach	GIDL		GIL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Market Approach	21.85	100%	40.77	100%
Income Approach	20.62	0%	38.43	0%
Asset Approach	(3.90)	0%	(7.55)	0%
Relative Value per Share	**21.85**	**100%**	**40.77**	**100%**
Exchange Ratio (Rounded off)	1.8659			

The computation of OCRPS Exchange Ratio 2 is based on Share Exchange Ratio 2, each OCRPS shall reflect 40 equity shares of GIDL, on a fully diluted basis.

The computation of Resultant Share Exchange Ratio as derived by Share Exchange Ratio 1 and Share Exchange Ratio 2, is given below:

Valuation Approach	GAL		GIL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Market Approach	347.80	100%	40.77	100%
Income Approach	330.60	0%	38.43	0%
Asset Approach	(11.90)	0%	(7.55)	0%
Relative Value per Share	**347.80**	**100%**	**40.77**	**100%**
Exchange Ratio (Rounded off)	8.5310			

The computation of NCD Exchange Ratio 1 and NCD Exchange Ratio 2 as derived by KPMG, is given below:

Valuation Approach	GAL		GIDL		GIL	
	Value per NCD (INR)	Weight	Value per NCD (INR)	Weight	Value per NCD (INR)	Weight
Market Approach	NA	-	NA	-	NA	-
Income Approach	NA	-	NA	-	NA	-
Asset Approach	NA	-	NA	-	NA	-
Relative Value per Share	NA	-	NA	-	NA	-
Exchange Ratio (Rounded off)	NA					

RATIO

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above, we recommend the following Security Exchange Ratio for proposed amalgamation of GMR Airports Limited and GMR Infra Developers Limited ("Proposed Transaction 1") and for the proposed amalgamation of resulting entity after Proposed Transaction 1 and GMR Infrastructure Limited ("Proposed Transaction 2"):

KPMG Valuation Services LLP Gurugram

Share Exchange Ratio 1:
15,918 (Fifteen Thousand Nine Hundred Eighteen Only) equity share of GIDL of INR 10/- each fully paid up for every 1,000 (One Thousand Only) equity shares of GAL of INR 10/- each fully paid up.

OCRPS Exchange Ratio 1:
15,918 (Fifteen Thousand Nine Hundred Eighteen Only) OCRPS of GIDL of INR 400/- each fully paid up for every 40,000 (Forty Thousand Only) equity shares of GAL of INR 10/- each fully paid up.

NCD Exchange Ratio 1:
1 (One) NCD of GIDL for every 1 (one) NCD of GAL.

Share Exchange Ratio 2:
10,000 (Ten Thousand Only) equity share of GIL of INR 1/- each fully paid up for every 18,659 (Eighteen Thousand Six Hundred Fifty-Nine Only) equity shares of GIDL of INR 10/- each fully paid up.

OCRPS Exchange Ratio 2:
10,000 (Ten Thousand Only) OCRPS of GIL of INR 40/- each fully paid up for every 18,659 (Eighteen Thousand Six Hundred Fifty-Nine Only) OCRPS of GIDL of INR 400/- each fully paid up.

NCD Exchange Ratio 2:
1 (One) NCD of GIL for every 1 (one) NCD of GIDL.

Resultant Share Exchange Ratio:
8,531 (Eight Thousand Five Hundred Thirty-One Only) equity share of GIL of INR 1/- each fully paid up for every 1,000 (One Thousand Only) equity shares of GAL of INR 10/- each fully paid up.

Our Valuation report and Security Exchange Ratio is based on the equity share capital structure of the GAL, GIDL and GIL as mentioned earlier in this report. Any variation in the equity capital of the Companies may have material impact on the Share Exchange Ratio.

Respectfully submitted,

For KPMG Valuation Services LLP
Registered Valuer Entity under Companies (Registered Valuers and Valuation) Rules, 2017
IBBI Registration No. IBBI/RV-E//06/2020/115
Asset class: Securities or Financial Assets

KPMG Valuation Services LLP Gurugram

Apurva Shah, Partner
IBBI Registration No. IBBI/RV/05/2019/10673
Date: 19 March 2023

ICICI Securities I-Sec

March 19, 2023

To,

The Board of Directors,
GMR Airports Limited
Skip House, 25/1,
Museum Road,
Bangalore – 560025, Karnataka

Sub: Fairness opinion to the Board of Directors of GMR Airports Limited ("GAL") and GMR Infra Developers Limited ("GIDL") on the recommendation of Security Exchange Ratio for the proposed merger of GAL and GIDL and GMR Airports Infrastructure Limited ("GIL") (together referred to as "Companies")

In terms of our engagement with GAL dated March 17, 2023, GAL has requested ICICI Securities ("**I-Sec**") to provide a fairness opinion to the Board of Directors of GAL and GIDL on the share exchange ratio and non-convertible debenture ("NCD") exchange ratio (together referred to as Security Exchange Ratio) suggested by the Registered Valuer in relation to the proposed amalgamation of GAL into GIDL and merger of resultant GIDL into GIL by way of merger under the Composite Scheme of Amalgamation.

BACKGROUND, PURPOSE AND USE OF THIS FAIRNESS OPINION

GAL is an unlisted public limited company with certain debt securities issued by it being listed on the BSE Limited ("BSE"). GAL is a systematically important core investment company (an SI-CIC) and is in the business of holding the shares and securities of, and lending funds to, group companies, which in turn own and/or operate airports and related infrastructure. GAL is also engaged in certain airport-related businesses, including the provision of engineering, procurement and construction (EPC) services. GAL is a subsidiary of GIL.

GIDL is an unlisted public limited company incorporated with the object of, inter alia, undertaking infrastructure business, providing financial assistance for development, construction, operation, maintenance, etc., of infrastructure projects in India. GIDL is a wholly owned subsidiary of GIL.

GIL (formerly known as GMR Infrastructure Limited) is a public limited company with its equity shares being listed on the National Stock Exchange ("NSE") and the BSE. GIL is engaged in infrastructure activities, executing projects either by itself or through special purpose vehicles, providing support activities, as well as, supervisory and management functions, to its group entities.

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We understand that the Board of Directors of the Companies are contemplating the merger of GAL and GIDL into GIL in two steps:

(i) GAL into GIDL ("Proposed Transaction 1"); and
(ii) GIDL (after the consummation of the merger envisaged in point (i) above) into GIL ("Proposed Transaction 2").

(Proposed Transaction 1 and Proposed Transaction 2 collectively referred to as the "Proposed Transaction") (the entity in existence after the completion of such restructuring being the "Resultant Entity") on a going concern basis, pursuant to a Composite Scheme of Amalgamation under the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act (the "Scheme").

Rationale of the Scheme: The Scheme has provided that merger of GAL and GIDL with and into GIL pursuant to Sections 230 to 232 of the Act and other applicable provisions of the Act, and also read with Section 2(1B) and other relevant provisions of the IT Act, has been done with the view to achieve the following benefits:

1. Consolidation of the business of the Companies, leading to synergies of operations and resulting in the expansion and long-term sustainable growth of the Companies' business, which will create greater value for the Resultant Entity;

2. Streamlining the corporate organizational structure of the Companies by reducing the number of legal entities involved in the business and by reducing the number of layers of legal entities. This would provide several benefits, including enhanced managerial focus in a single amalgamated entity (being the Resultant Entity), seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances, costs rationalization and enhancement of the efficiency and control of the Companies, as well as improving the mechanisms for upstreaming of free cashflows and shareholder returns. This, in turn, will also assist shareholders and investors in better understanding and evaluating the structure and strength of the operations of the Companies, with the Resultant Entity also being more attractive to investors looking to invest in the airports sector;

3. Ensuring a stronger and wider capital and financial base for the Resultant Entity, along with greater access to capital, the reduction of cost of capital, and efficient and optimal utilisation of cash resources of the Companies, and thereby facilitating future growth and expansion;

4. Bringing about greater integration, operational and organisational rationalisation and effective utilisation of the combined resources of the Companies to enhance the operational efficiency of the Resultant Entity; and

5. Enabling greater economies of scale and reduction in/avoiding duplication of overheads, administrative, managerial and other common costs, and adoption of an integrated approach to internal policies, including those pertaining to remuneration, employee benefits, workplace rules and policies.

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The Board of GAL has appointed KPMG Valuation Services LLP ("KPMG" or "Registered Valuer") to determine and recommend the Security Exchange Ratio for the Proposed Transaction, on a going concern basis with 31 December 2022 being the valuation date.

In this connection, pursuant to the requirements of SEBI Operational Circular SEBI/HO/DDHS/DDHS_DIV1/P/CIR/2022/0000000103 dated 29 July 2022, updated as on 1 December 2022 and SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 November 2021, we have been requested by the Board of Directors of GAL to render an opinion on whether the Security Exchange Ratio determined and recommended by the Registered Valuer vide their report dated March 19, 2023, is fair.

The Registered Valuer has recommended the following for the Proposed Transaction 1 and Proposed Transaction 2:

Share Exchange Ratio 1:
15,918 (Fifteen Thousand Nine Hundred and Eighteen Only) equity shares of GIDL of INR 10/- each fully paid up for every 1,000 (One Thousand Only) equity shares of GAL of INR 10/- each fully paid up.

OCRPS Exchange Ratio 1:
15,918 (Fifteen Thousand Nine Hundred and Eighteen Only) OCRPS of GIDL of INR 400/- each fully paid up for every 40,000 (Forty Thousand Only) equity shares of GAL of INR 10/- each fully paid up.

NCD Exchange Ratio 1:
1 (One NCD) of GIDL for every 1 (one) NCD of GAL

Share Exchange Ratio 2:
10,000 (Ten Thousand Only) equity shares of GIL of INR 1/- each fully paid up for every 18,659 (Eighteen Thousand Six Hundred and Fifty Nine Only) equity shares of GIDL of INR 10/- each fully paid up.

OCRPS Exchange Ratio 2:
10,000 (Ten Thousand Only) OCRPS of GIL of INR 40/- each fully paid up for every 18,659 (Eighteen Thousand Six Hundred and Fifty Nine Only) OCRPS of GIDL of INR 400/- each fully paid up

NCD Exchange Ratio 2:
1 (One NCD) of GIL for every 1 (one) NCD of GIDL

Resultant Share Exchange Ratio:
8,531 (Eight Thousand Five Hundred Thirty One Only) equity shares of GIL of INR 1/- each fully paid up for every 1,000 (One Thousand Only) equity shares of GAL of INR 10/- each fully paid up.

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Share Exchange Ratio 1, Share Exchange Ratio 2, Resultant Share Exchange Ratio, OCRPS Exchange Ratio 1 and OCRPS Exchange Ratio 2 is collectively referred to as the **"Share Exchange Ratio"**. NCD Exchange Ratio 1 and NCD Exchange Ratio 2 are collectively referred to as the **"NCD Exchange Ratio"**. Share Exchange Ratio and NCD Exchange Ratio are collectively referred to as the **"Security Exchange Ratio"**

This fairness opinion is intended only for the sole use and information of the Board of Directors of GAL and GIDL and only in connection with the Proposed Transaction. We are not responsible in any way to any other person / party for any decision of such person or party based on this fairness opinion. Any person / party intending to provide finance / invest in the shares / business of any of the companies involved in the Transaction or their subsidiaries / joint ventures / associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this fairness opinion or any part thereof, other than in connection with the Transaction as aforesaid can be done only with our prior permission in writing.

SOURCES OF INFORMATION

In arriving at our opinion set forth below, we have relied on:

a) Discussions (including oral) with, the draft and final valuation report and workings of the Registered Valuer;
b) Discussions (including oral) with the managements of the Companies in connection with the operations of the respective Companies/ subsidiaries, past and present activities, future plans and prospects, details of the proposed deal in certain subsidiaries of the Companies as recently announced, share capital and shareholding pattern of the Companies including but not limited to the following:
    - Conversion of compulsorily convertible preference shares of GAL into equity shares.
    - Issuance of Foreign Currency Convertible Bond ("FCCB") to ADP by GIL.
    - Cebu Transaction details as mentioned in Cebu Airport Transaction Slides dated 2 September 2022.
    - Contingent liability schedule for GIL as at 31 December 2022.
    - Details of Ratchet settlement between ADP & GIL.
c) Salient features of the Composite Scheme of Amalgamation and Arrangement
d) Historical financials of the Companies/ their subsidiaries/ associates/ joint ventures/ investee companies/ their businesses
e) Projections of the Companies and the subsidiaries, as applicable
f) Other relevant information and documents for the purpose of this engagement

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SCOPE LIMITATIONS

Our fairness opinion is subject to the scope limitations detailed hereinafter. As such the fairness opinion is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

Our work does not constitute an audit, due diligence or certification of the historical financial statements in relation to the Companies including their respective working results or businesses referred. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information referred to in this fairness opinion. Our analysis and results are specific to the purpose of the exercise of giving our fairness opinion as described hereinabove. It may not be valid for any other purpose or if provided on behalf of any other entity. Our fairness opinion is addressed to and is solely for the benefit of the Board of Directors of GAL and GIDL and should not be publicly or otherwise circulated, provided or disclosed to any person, authority (including regulatory authority), entity or any public or private platform without our prior written consent. No other person, entity or regulatory authority shall, save with our written consent, rely on this opinion or any part thereof.

We have considered financial information up to December 31, 2022 in our analysis and have made adjustments for facts made known to us till the date of our report, including taking into consideration current market parameters. An exercise of this nature involves consideration of various factors. This fairness opinion is issued on the understanding that each of the Companies have drawn our attention to all the matters which may have an impact on our opinion including any significant changes that have taken place or are likely to take place in the financial position or businesses upto the date of approval of the Scheme by the Board of Directors. We have no responsibility to update this fairness opinion for events and circumstances occurring after this date.

In the course of the present exercise, we were provided with both written and verbal information, including financial data. The terms of our engagement were such that we were entitled to rely upon the information provided without detailed inquiry. Also, we assume that the management of each of the Companies, has not omitted any relevant and material factors for the purposes of the work which we have undertaken in connection with this fairness opinion.

We shall have no obligation to verify the accuracy or completeness of any information or express any opinion or offer any form of assurance regarding the accuracy or completeness of such information and shall not assume any liability therefor. We assume no responsibility whatsoever for any errors in the information furnished to us and their impact on the present exercise.

We express no opinion whatsoever and make no recommendation at all to the shareholders or secured or unsecured creditors of each of the Companies, as to how they should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other term of the Scheme. We also express no opinion and accordingly accept no responsibility with respect to the financial performance of the Companies following the consummation of the Scheme. We also express no opinion on the likely market price of GIL post the consummation of the Scheme.

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No investigation with respect to the claim to title of assets of each of the Companies has been made for the purpose of this exercise and the same has been assumed to be valid. We have not placed any individual value on the assets of each of the Companies and have also not considered any liens or encumbrances on the same. Further we have not opined and accordingly do not take responsibility whatsoever for matters of a legal nature. Also, we are not opining on matters related to taxation. This fairness opinion should not be construed as a certification regarding the compliance of the Scheme with the provisions of any law including Companies Act, tax laws and capital market related laws or as regards any legal implications or issues arising from the Scheme.

In the ordinary course of business, ICICI Securities Limited and its affiliates is engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of ICICI Securities Limited may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the Scheme.

RATIONALE & CONCLUSION

In the circumstances, having regard to all relevant factors and on the basis of information and explanations given to us, we are of the opinion on the date hereof, that the Security Exchange Ratio, as recommended by the Registered Valuer is fair.

Yours faithfully,

For ICICI Securities Limited,

ICICI SECURITIES LIMITED

Raghwendra Pande
Executive Vice President
ICICI Securities, Mumbai
Date: March 19, 2023

KPMG

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Dated: 19 March 2023

To,
The Board of Directors,
GMR Infra Developers Limited
Naman Center, 7th Floor,
G Block, BKC, Bandra,
Mumbai-400051
India

Re: Recommendation of Security Exchange ratio for the proposed amalgamation of GMR Airports Limited into GMR Infra Developers Limited and subsequent amalgamation of GMR Infra Developers Limited into GMR Airports Infrastructure Limited

Dear Sir/ Madam,

We refer to the engagement letter dated 15 November 2022, addendum dated 10 January 2023 and addendum dated 18 March 2023 whereby GMR Airports Limited and GMR Infra Developers Limited (hereinafter referred as "GAL" and "GIDL" respectively, or "Client", or "You") have requested KPMG Valuation Services LLP (hereinafter referred to as "KPMG" or "Valuer" or "us" or "we") to recommend a share exchange ratio and non-convertible debenture exchange ratio (together referred to as Security Exchange ratio) in connection with the proposed transaction defined hereinafter.

BACKGROUND OF THE COMPANIES

GMR Airports Limited ("GAL" or "Transferor Company 1"), is a public limited company incorporated on February 6, 1992, under the Companies Act, 1956 with the corporate identification number U65999HR1992PLC101718 and the permanent account number AAACM7791H. GAL is an unlisted company but has certain debt securities issued by it being listed on the BSE and is subject to SEBI Debt Circulars. GAL is in the business of holding the shares and securities of, and lending funds to, group companies, which in turn own, develop, manage and / or operate airports and related infrastructure in India and abroad. GAL is also engaged in certain airport-related businesses, including the provision of engineering, procurement, and construction (EPC) services. GAL is a subsidiary of GMR Airports Infrastructure Limited.

GAL had standalone revenue from operations and loss after tax of INR 3,140.9 million and INR 10,764.4 million respectively for the nine months period ended 31 December 2022 as per its provisional financial statements. GAL had a net worth of INR 167,890.8 million as on 31 December 2022 as per its provisional financial statements.

GMR Infra Developers Limited ("GIDL" or the "Transferor Company 2") is a public limited company incorporated on February 27, 2017, under the provisions of Companies Act, 2013 with the corporate identification number U74999MH2017PLC291718 and the permanent account number AAGCG7159M. GIDL is an unlisted company under the Companies Act, 2013. GIDL has been incorporated with the object of, inter alia, undertaking infrastructure business, providing financial assistance for development, construction, operation and maintenance of infrastructure projects in India, and is engaged in the business of infrastructure construction services. GIDL is a wholly owned subsidiary of the GMR Airports Infrastructure Limited.

GIDL had standalone income and loss after tax of INR 27.8 million and INR 3,938.2 million, respectively for the nine months period ended 31 December 2022 as per its provisional financial statements. GIDL had a net worth of INR 33,237.4 million as on 31 December 2022 as per its provisional financial statements.

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) ("GIL" or the "Transferee Company") is a public limited company incorporated on May 10, 1996, under the provisions of the Companies Act, 1956, with the corporate identification number L45203MH1996PLC281138 and the permanent account number AABCG8889P. The equity shares of GIL are listed on the national stock exchange ("NSE") and the Bombay stock exchange ("BSE"). GIL is engaged in the business of infrastructure activities, executing projects either by itself or through special purpose vehicles, providing support activities, as well as, supervisory and management functions, to its group entities.

GIL had standalone revenue from operations and loss after tax of INR 737.7 million and INR 6,489.6 million, respectively for the nine months period ended 31 December 2022 as per its provisional financial statements. GIL had a net worth of INR 97,278.4 million as on 31 December 2022 as per its provisional financial statements.

Aeroports De Paris SA ("ADP") is a listed company, incorporated in 1945, and engaged in the business of operating airports. The registered office of ADP is located at 1 Rue de France, Tremblay-en-France, Ile-de-France – 93290, France. ADP had revenue and profit after tax of EUR 4,688 million Euro 516 million respectively for the year ended 31 December 2022.

GMR Infra Services Private Limited ("GISPL") is a private company incorporated in India in 2016, where ADP holds 99.99% stake. The registered office of GISPL is located at Naman Centre, 7th Floor, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra- 400 051, India.

SCOPE AND PURPOSE OF THIS REPORT

We understand that the Board of Directors of GAL ("Management"), GIDL and GIL are contemplating the amalgamation of GMR Airports Limited and GMR Infra Developers Limited into GMR Airports Infrastructure Limited in two steps:

i) GMR Airports Limited into GMR Infra Developers Limited ("Proposed Transaction 1"); and

ii) GMR Infra Developers Limited (after the consummation of the amalgamation envisaged in point (a) above) into GMR Airports Infrastructure Limited (collectively with the Transferor Company 1 and Transferor Company 2, the Parties) ("Proposed Transaction 2").
(Proposed Transaction 1 and Proposed Transaction 2 collectively referred to as the "Proposed Transaction") (the resultant surviving entity, the "Resultant Entity")

on a going concern basis pursuant to a Composite Scheme of Amalgamation under the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the act (the "Scheme").

As per the Scheme, the Parties have agreed that, upon the Scheme becoming effective, and in consideration of the transfer of and vesting of GAL into and with GIDL, the Indian shareholders of GAL shall be issued, in lieu of their existing shareholding in GAL, securities in the form of equity shares as well as OCRPS of GIDL, such that 9% of the value of the securities issued to the domestic shareholders, on account of their direct shareholding in GAL, is in the form of equity shares, and 91% of the value of the securities issued to the domestic shareholders on account of their direct shareholding in the GAL is in the form of OCRPS. 100% of the value of the securities issued to foreign shareholders shall be in the form of equity shares.

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Further, as per the Scheme, the listed NCD holders of GAL shall be issued, in lieu of their existing holding in GAL NCDs, NCDs of GIDL with the same terms (including the coupon rate, tenure, redemption price and quantum, nature of security etc.).

We understand that upon the coming into effect of the Scheme, and in consideration of the Proposed Transaction 1:

i) GIL, as a shareholder in GAL, shall be entitled to receive:
   a) Equity shares of GIDL having the face value of INR 10
   b) Optionally Convertible Redeemable Preference Shares ("OCRPS") of GIDL having the face value of INR 400,

ii) GMR Infra Services Private Limited ("GISPL") as a shareholder in GAL, shall be entitled to receive:
   a) Equity shares of GIDL having the face value of INR 10
   b) OCRPS of GIDL having the face value of INR 400.

iii) Aeroports De Paris ("ADP"), as a shareholder in GAL, shall be entitled to receive equity shares of GIDL having the face value of INR 10

iv) NCD holders of GAL shall be entitled to receive NCDs of GIDL with the same terms.

For the purposes of issuance of equity shares and OCRPS under items (i) to (iii) above, such issuance shall be undertaken on the basis of the Share Exchange Ratio 1 for equity shares and OCRPS Exchange Ratio 1 for OCRPS. Further, issuance of NCDs under item (iv) above shall be undertaken on the basis of NCD Exchange Ratio 1.

We understand that upon the coming into effect of the Scheme, and in consideration of the Proposed Transaction 2:

i) ADP, as a shareholder in GIDL, shall be entitled to receive equity shares having a face value of INR 1 issued by GIL

ii) GISPL, as a shareholder in GIDL, shall be entitled to receive equity shares having a face value of INR 1 issued by GIL

iii) GISPL as a holder of OCRPS in GIDL, shall be entitled to receive OCRPS having a face value of INR 40 issued by GIL

iv) the equity shares and OCRPS held by GIL would stand extinguished

v) NCD holders of GIDL (which were received in-lieu of NCDs held in GAL) shall be entitled to receive NCDs of GIL with the same terms.

For the purposes of issuance of equity shares and OCRPS under items (i) to (iv) above, such issuance shall be undertaken on the basis of the Share Exchange Ratio 2 for equity shares and OCRPS Exchange Ratio 2 for OCRPS. Further, issuance of NCDs under item (v) above shall be undertaken on the basis of NCD Exchange Ratio 2.

As a result of Proposed Transaction 1 and Proposed Transaction 2, ADP as a shareholder in GAL shall receive equity shares of GIL (referred to as Resultant Share Exchange Ratio which is a combination of Share Exchange Ratio 1 and Share Exchange Ratio 2) and GISPL as equity shareholder in GAL shall receive equity shares of GIL and OCRPS of GIL. Further, NCD holders of GAL shall receive NCDs of GIL with same terms.

Share Exchange Ratio 1, Share Exchange Ratio 2, Resultant Share Exchange Ratio, OCRPS Exchange Ratio 1 and OCRPS Exchange Ratio 2 is collectively referred to as the "**Share Exchange Ratio**". NCD Exchange Ratio 1 and NCD Exchange Ratio 2 are collectively referred to as the "**NCD Exchange Ratio**".

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It is in this connection that the Client has requested us to render our professional services by way of carrying out a relative valuation of GAL, GIDL and GIL (together referred as the "the Companies" or "Businesses") and submit a report recommending the Security Exchange Ratio for the Proposed Transaction, on a going concern basis with 31 December 2022 being the valuation date, (the "Services") for the consideration of the Board of Directors of the Client in accordance with the applicable Securities and Exchange Board of India ("SEBI"), the relevant stock exchanges', and relevant laws, rules and regulations. To the extent mandatorily required under applicable laws of India, this report maybe produced before the judicial, regulatory or government authorities, stock exchanges, shareholders in connection with the Proposed Transaction.

The scope of our services is to conduct a relative valuation (not an absolute valuation) of the Businesses and recommend a Security Exchange Ratio for the Proposed Transaction.

We have been informed by GAL that GIL have also appointed independent valuers ("Other Valuers") for the Proposed Transaction. All the valuers (jointly referred as "Valuers") have been appointed severally and not jointly and have worked independently in their analysis. Further, upon conclusion of our work and prior to issue of the report, we have discussed our findings, methodology and approach with the Other Valuers. No documents including valuation workings have been shared by us with the Other Valuers. Although the Valuers have independently arrived at different values per share of the Businesses, we have arrived at a consensus on the Security Exchange Ratio, after making appropriate minor adjustments/ rounding off.

We have considered financial information up to 31 December 2022 (the "Valuation Date") in our analysis and have made adjustments for facts made known to us till the date of our report, including taking into consideration current market parameters, which will have a bearing on the valuation analysis. The Management has informed us that they do not expect any events which are unusual or not in normal course of business up to the effective date of the Proposed Transaction, other than the events specifically mentioned in this report. We have relied on the above while arriving at the Security Exchange Ratio for the Proposed Transaction.

This report is our deliverable in respect of our recommendation of the Security Exchange Ratio for the Proposed Transaction.

This report and the information contained herein is absolutely confidential. The report will be used by the Client only for the purpose, as indicated in this report and the engagement letter, for which we have been appointed. The results of our valuation analysis and our report cannot be used or relied by the Client for any other purpose or by any other party for any purpose whatsoever. We are not responsible to any other person/ party for any decision of such person/ party based on this report. Any person/ party intending to provide finance/ invest in the shares/ businesses of the Companies/ their holding companies/ subsidiaries/ joint ventures/ associates/ investee/ group companies, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person/ party (other than the Client) chooses to place reliance upon any matters included in the report, they shall do so at their own risk and without recourse to the Valuer. It is hereby notified that usage, reproduction, distribution, circulation, copying or otherwise quoting of this report or any part thereof, except for the purpose as set out earlier in this report, without our prior written consent, is not permitted, unless there is a statutory or a regulatory requirement to do so.

The report including, (for the avoidance of doubt) the information contained in it is absolutely confidential and intended only for the sole use and information of the Client. Without limiting the foregoing, we understand that the Client may be required to submit the report to or share the report with their professional advisors, shareholders, merchant bankers providing fairness opinion on the Security Exchange Ratio and regulatory authorities/ stock exchanges, in connection with the Proposed Transaction (together, "Permitted Recipients"). We hereby give consent to the disclosure of the report to any of them, subject to the Client ensuring that any such disclosure shall be subject to the condition and understanding that:

- it will be the Client's responsibility to review the report and identify any confidential information that it does not wish to or cannot disclose;
- we owe responsibility only to the Client that have engaged us and nobody else, and to the fullest extent permitted by law;
- we do not owe any duty of care to anyone else other than the Client and accordingly no one other than the Client is entitled to rely on any part of the report;
- we accept no responsibility or liability towards any third party (including, the Permitted Recipients) to whom the report may be shared with or disclosed or who may have access to the report pursuant to the disclosure of the report to the Permitted Recipients. Accordingly, no one other than the Client shall have any recourse to us with respect to the report;
- we shall not, under any circumstances, have any direct or indirect liability or responsibility to any party engaged by the Client or to whom the Client may disclose or directly or indirectly permit the disclosure of any part of the report and that by allowing such disclosure we do not assume any duty of care or liability, whether in contract, tort, breach of statutory duty or otherwise, towards any of the third parties.

It is clarified that reference to this valuation report in any document and/ or filing with aforementioned tribunal/ judicial/ regulatory authorities/ government authorities/ stock exchanges/ courts/ shareholders/ professional advisors/ merchant bankers, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by the Valuer of any responsibility or liability to any person/ party other than the Board of Directors of the Client.

This report is subject to the scope, assumptions, qualifications, exclusions, limitations, and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

DISCLOSURE OF INTEREST/ CONFLICT

- KPMG is not affiliated to the Client in any manner whatsoever.
- KPMG does not have a prospective interest in the business which is the subject of this report.
- KPMG's fee is not contingent on an action or event resulting from the analyses, opinions, or conclusions in this report.

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information shared with us during the course of the engagement:

- Draft Composite Scheme of Amalgamation and Arrangement
- Copy of Bond Trust Deed pertaining to listed NCDs
- Historical financials of the Companies/ their subsidiaries/ associates/ joint ventures/ investee companies/ their businesses comprising the following:
    - Audited financial results for the period ended 31 March 2022 and earlier years
    - Audited (limited review) financials of GIL, subsidiaries of GIL and the underlying subsidiaries of GAL for the period ended 31 December 2022
    - Special purpose interim standalone audited financials of GIDL and GAL for the period ended 31 December 2022

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- o Audited (limited review) financials of international subsidiaries of GAL for the period ended 30 September 2022
- Projections of the Companies and the subsidiaries (comprising profit and loss and balance sheet), as applicable
- Discussion with the Managements of the Companies in connection with the operations of the respective Companies/ subsidiaries, past and present activities, future plans and prospects, details of the proposed deal in certain subsidiaries of the Companies as recently announced, share capital and shareholding pattern of the Companies including but not limited to the following-
    - Conversion of compulsorily convertible preference shares of GAL into equity shares.
    - Issuance of Foreign Currency Convertible Bond ("FCCB") to ADP by GIL.
    - Cebu Transaction details as mentioned in Cebu Airport Transaction Slides.
    - Contingent liability schedule for GIL as at 31 December 2022
- For our analysis, we have relied on published and secondary sources of data, whether or not made available by the Companies. We have not independently verified the accuracy or timeliness of the same; and
- Such other analysis and enquiries, as we considered necessary.

We have also obtained the explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise from the Managements and representatives of the Companies. The Client has been provided with the opportunity to review the draft report (excluding the recommended Security Exchange Ratio) for this engagement to make sure that factual inaccuracies are avoided in our final report.

As per the Managements of the Companies, the operations of the Businesses had been impacted due to Covid-19 pandemic and the consequent lockdown in various countries including India. The Management of Companies has represented that the impact of Covid-19 on the business operations of Companies has been considered/ factored in the projections. The Management of Companies has further represented that no material adverse change has occurred in their respective operations and financial position of the Businesses between Valuation Date and the report date.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting/ tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

This report, its content, and the results herein are specific to the purpose of valuation and the Valuation Date mentioned in the report and agreed as per the terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

A valuation of this nature involves consideration of various factors including those impacted by prevailing stock market trends in general and industry trends in particular. This report is issued on the understanding that the management of the Companies have drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on our opinion, on the Security Exchange Ratio for the Proposed Transaction as on the Valuation Date. We have considered only circumstances existing at the Valuation Date and events occurring up to the Valuation Date. Events and circumstances may have occurred since the Valuation Date concerning the financial position of the Companies or any other matter and such events or circumstances might be considered material by the Companies or any third party. We have considered, in our valuation analysis, such events and circumstances occurring after the Valuation Date as disclosed to us by the Companies, to the extent considered appropriate by us based on our professional

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judgement. Further, we have no responsibility to update the report for any events and circumstances occurring after the date of the report. Our valuation analysis was completed on a date subsequent to the Valuation Date and accordingly we have taken into account such valuation parameters and over such period, as we considered appropriate and relevant, up to a date close to such completion date.

The recommendation(s) rendered in this report only represent our recommendation(s) based upon information received from the Companies till 18 March 2023 and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). You acknowledge and agree that you have the final responsibility for the determination of the Security Exchange Ratio at which the Proposed Transaction shall take place and factors other than our Valuation report will need to be taken into account in determining the Security Exchange Ratio; these will include your own assessment of the Proposed Transaction and may include the input of other professional advisors.

In the course of the valuation, we were provided with both written and verbal information, including market, financial and operating data. In accordance with the terms of our engagement, we have carried out relevant analyses and evaluations through discussions, calculations and such other means, as may be applicable and available, we have assumed and relied upon, without independently verifying, (i) the accuracy of the information that was publicly available, sourced from subscribed databases and formed a substantial basis for this report and (ii) the accuracy of information made available to us by the Companies. While information obtained from the public domain or external sources have not been verified for authenticity, accuracy, or completeness, we have obtained information, as far as possible, from sources generally considered to be reliable. We assume no responsibility for such information. Our valuation does not constitute as an audit or review in accordance with the auditing standards applicable in India, accounting/ financial/ commercial/ legal/ tax/ environmental due diligence or forensic/ investigation services and does not include verification or validation work. In accordance with the terms of our engagement letter and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed, certified, carried out a due diligence, or otherwise investigated the historical and projected financial information, if any, provided to us regarding the Companies/ their holding/ subsidiary/ associates/ joint ventures/ investee companies, if any. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the historical financials/ financial statements and projections. The assignment did not involve us to conduct the financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the Companies. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the assumptions and information given by/on behalf of the Companies. The respective Managements of the Companies have indicated to us that they have understood that any omissions, inaccuracies, or misstatements may materially affect our valuation analysis/results. Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and their impact on the report.

The report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this valuation report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited/ unaudited balance sheets of the Companies/ their holding/ subsidiary/ associates/ joint ventures/ investee companies, if any. Our conclusion of value assumes that the assets and liabilities of the Companies reflected in their respective latest audited or provisional balance sheets remain intact as of the report date. No investigation of the Companies'/ subsidiaries claims to title of assets has been made for the purpose of this report and the Companies'/ subsidiaries claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

Our report is not, nor should it be construed as our opining or certifying the compliance of the Proposed Transaction with the provisions of any law/ standards including companies, foreign exchange regulatory, accounting and taxation (including transfer pricing) laws/ standards or as regards any legal, accounting or taxation implications or issues arising from such Proposed Transaction.

Our report is not, nor should it be construed as our recommending the Proposed Transaction or anything consequential thereto/ resulting therefrom. This report does not address the relative merits of the Proposed Transaction as compared with any other alternatives or whether such alternatives could be achieved or are available. Any decision by the Companies/ their shareholders/ creditors regarding whether to proceed with the Proposed Transaction shall rest solely with them. We express no opinion or recommendation as to how the shareholders/ creditors of the Companies should vote at any shareholders'/ creditors' meeting(s) to be held in connection with the Proposed Transaction. This report does not in any manner address, opine on or recommend the prices at which the securities of the Companies could or should transact at following the announcement/ consummation of the Proposed Transaction. Our report and the opinion/ valuation analysis contained herein is not nor should it be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities or as providing management services or carrying out management functions. It is understood that this analysis does not represent a fairness opinion.

We express no opinion on the achievability of the forecasts, if any, relating to the Companies/ their subsidiaries/ associates/ joint ventures/ investee companies/ their businesses given to us by the Management of Companies. The future projections are the responsibility of the respective Management of the Companies. The assumptions used in their preparation, as we have been explained, are based on their present expectation of both – the most likely set of future business events and circumstances and the respective management's course of action related to them. It is usually the case that some events and circumstances do not occur as expected or are not anticipated. Therefore, actual results during the forecast period may differ from the forecast and such differences may be material.

The information used in the Valuation, including the forecast financial information, has been provided to us by Management of Companies, and we have necessarily relied upon this. Such information and underlying assumptions represent Management's best estimates of the company's likely performance as at the date of their preparation. If the information shown in this report or the assumptions on which this report is based are subsequently shown to be incorrect or incomplete, this could have the effect of changing the valuation conclusions set out in this report and these changes could be material. We are under no obligation to amend our report for any subsequent event or new information.

We have not conducted or provided an analysis or prepared a model for any individual assets/ liabilities and have wholly relied on information provided by the Companies in that regard.

Neither the report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the Proposed Transaction, without our prior written consent.

This valuation report is subject to the laws of India.

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Any discrepancies in any table/ annexure between the total and the sums of the amounts listed are due to rounding-off.

SHARE CAPITAL DETAILS OF THE COMPANIES

GMR Airport Infrastructure Limited

As at 31 December 2022 and the report date, the paid up equity share capital of GIL is INR 6,035.9 million consisting of 6,035,945,275 equity shares of face value of INR 1/- each fully paid up. The shareholding pattern of GIL is as follows:

Category	Number of Shares	% shareholding
Promoter & Promoter Group**	3,555,169,176	58.90
Public	2,480,776,099	41.10
Total	**6,035,945,275**	**100.00**

*** - Classification based on shareholding on NSE*

As at the report date, GIL has issued foreign currency convertible bonds ("FCCBs") of the following kinds:

i) of a face value of USD 1,000,000 each (United States Dollars One Million each), aggregating to a sum of USD 25,000,000 (United State Dollars Twenty-Five Million Only); and

ii) of a face value of EUR 1,000,000 (Euros One Million each), aggregating to a sum of the EUR 330,817,000.

GMR Infra Developers Limited

As at 31 December 2022 and report date, the paid up equity share capital of GIDL is INR 0.5 million consisting of 50,000 equity shares of face value of INR 10/- each fully paid up.

Particular	Number of Shares	% shareholding*
GMR Airports Infrastructure Limited	49,994	100.00
DHRUVI SECURITIES LIMITED*	1	0.00
GMR AEROSTRUCTURE SERVICES LIMITED*	1	0.00
GMR CORPORATE AFFAIRS LIMITED*	1	0.00
GMR BUSINESS PROCESS AND SERVICES PRIVATE LIMITED*	1	0.00
MR. M.V. SRINIVAS*	1	0.00
MR. NARAYANA RAO K.*	1	0.00
Total	**50,000**	**100.00**

* **Nominees of GMR Airports Infrastructure Limited*

As at report date, GIDL has issued 41,385 compulsorily convertible debentures of INR 10,00,000 each, each of which is held by GIL.

GMR Airports Limited

As at the report date, the paid-up equity share capital of GAL is INR 15,668.4 million consisting of 1,566,848,289 equity shares of face value of INR 10/- each fully paid up.

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Particular	Number of Shares	% shareholding*
GMR Airports Infrastructure Limited	565,517,023	36.09
GMR Infra Developers Limited	296,249,536	18.91
Aeroports De Paris	369,596,829	23.59
GMR Infra Services Private Limited	335,484,901	21.41
Total	**1,566,848,289**	**100.00**

As per the terms of Scheme, we understand that prior to the Scheme coming into effect, compulsory convertible preference shares (CCPS) issued by GAL shall stand converted into equity shares as part of settlement of ratchets. Accordingly, the above shareholding pattern takes into account the conversion of CCPS.

APPROACH AND METHODOLOGY – BASIS OF TRANSACTION

The Scheme contemplates the Proposed Transaction i.e., amalgamation of GMR Airports Limited and GMR Infra Developers Limited into GMR Airports Infrastructure Limited.

Arriving at the Share Exchange Ratio for the purposes of an arrangement such as the Proposed Transaction, would require determining the relative values of each company involved and of their shares. These values are to be determined independently but on a relative basis, and without considering the effect of the arrangement.

BASIS OF VALUE

The report has been prepared on the basis of "Fair Value" as at Valuation Date. The generally accepted definition of "Fair Value" is the value as applied between a hypothetical willing vendor and a hypothetical willing prudent buyer in an open market and with access to all relevant information.

PREMISE OF VALUE

The report has adopted "Going Concern Value" as the premise of value in the given circumstances. The generally accepted definition of Going Concern Value is the value of a business enterprise that is expected to continue to operate in the future.

We have carried out the valuation in accordance with the principles laid in the ICAI Valuation Standards, as applicable to the purpose and terms of this engagement.

The three main valuation approaches are the market approach, income approach and asset approach. There are several commonly used and accepted methods within the market approach, income approach and asset approach, for determining the relative fair value of equity shares of a company, which can be considered in the present valuation exercise, to the extent relevant and applicable, to arrive at the Share Exchange Ratio for the purpose of the Proposed Transaction, such as:

- Market Approach - Market Price Method; Comparable Companies' Multiples' (CCM) Method
- Income Approach - Discounted Cash Flow (DCF) Method
- Asset Approach - Net Asset Value (NAV) Method

It should be understood that the valuation of any company or its assets is inherently subjective and is subject to uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our

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analysis, we made assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions, and prospects, financial and otherwise, of the companies/ businesses, and other factors which generally influence the valuation of companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of method of valuation has been arrived at using usual and conventional methods adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Market Approach: Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

- **Market Price Method:** Under this method, the value of shares of a company is determined by taking the average of the market capitalization of the equity shares of such company as quoted on a recognized stock exchange over reasonable periods of time where such quotations are arising from the shares being regularly and freely traded in an active market, subject to the element of speculative support that may be inbuilt in the market price. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share, especially where the market values are fluctuating in a volatile capital market. Further, in the case of a merger/ demerger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard. This method would also cover any other transactions in the shares of the company including primary/ preferential issues/ open offer in the shares of the company available in the public domain.

- **Comparable Companies' Multiples' (CCM) Method:** Under this method, one attempts to measure the value of the shares/ business of company by applying the derived market multiple based on market quotations of comparable public/ listed companies, in an active market, possessing attributes similar to the business of such company - to the relevant financial parameter of the company/ business (based on past and/ or projected working results) after making adjustments to the derived multiples on account of dissimilarities with the comparable companies and the strengths, weaknesses and other factors peculiar to the company being valued. These valuations are based on the principle that such market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

Income Approach: Income approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalised) amount. The value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.

Under DCF method, the projected free cash flows from business operations available to all providers of capital are discounted at the weighted average cost of capital to such capital providers, on a market participant basis, and the sum of such discounted free cash flows is the value of the business from which value of debt and other capital is deducted, and other relevant adjustments made to arrive at the value of the equity – Free Cash Flows to Firm (FCFF) technique; This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total

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capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

Further, the projected free cash flows from business operations available to equity holders are discounted at the cost of equity, on a market participant basis, and the sum of such discounted free cash flows is the Operating value of equity to which other relevant adjustments made to arrive at the value of the equity – Free Cash Flows to Equity (FCFE) technique; This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to Equity Shareholders. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

For DCF valuation, the free cash flow forecast is based on projected financials as provided by the Management of the Companies. While carrying out this engagement, we have relied on historical information made available to us by the Management of the Companies and the projected financials for future related information. Although we have read, analyzed and discussed the Management Business Plans for the purpose of undertaking a valuation analysis, we have not commented on the achievability and reasonableness of the assumptions provided to us save for satisfying ourselves to the extent possible that they are consistent with other information provided to us in the course of the assignment. We have assessed and evaluated the reasonableness of the projections based on procedures such as analyzing industry data, historical performance, expectations of comparable companies, analyst reports etc.

Asset Approach - Net Asset Value Method

Under the asset approach, the net asset value (NAV) method is considered, which is based on the underlying net assets and liabilities of the company, taking into account operating assets and liabilities on a book value basis and appropriate adjustments for, interalia, value of surplus/ non-operating assets.

The valuation approaches/ methods used, and the values arrived at using such approaches/ methods have been tabled in the next section of this report.

BASIS OF SHARE EXCHANGE RATIO

The basis of the Proposed Transaction would have to be determined after taking into consideration all the factors, approaches and methods considered appropriate by the Valuer. Though different values have been arrived at under each of the above approaches/ methods, for the purposes of recommending the Share Exchange Ratio it is necessary to arrive at a single value for the shares of the companies involved in an amalgamation such as the Proposed Transaction. It is however important to note that in doing so, we are not attempting to arrive at the absolute values of the shares of the Companies but at their relative values to facilitate the determination of a Share Exchange Ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each approach/ method.

In the ultimate analysis, valuation will have to be arrived at by the exercise of judicious discretion by the valuer and judgments taking into account all the relevant factors. There will always be several factors, e.g., quality of the management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share. The determination of exchange ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single exchange ratio. While we have provided our recommendation of the Share Exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Share Exchange Ratio. The final

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responsibility for the determination of the exchange ratio at which the Proposed Transaction shall take place will be with the Board of Directors of the Companies who should take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors.

The Share Exchange Ratio has been arrived at on the basis of a relative equity valuation of GIL. GIDL and GAL based on the various applicable approaches/ methods explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of these companies, having regard to information base, key underlying assumptions and limitations.

We have applied relevant methods discussed above, as considered appropriate, and arrived at the assessment of the relative values per equity share of GIL, GIDL and GAL. To arrive at the Share Exchange Ratio for the Proposed Transaction, suitable minor adjustments/ rounding off have been done in the relative values arrived at by us.

BASIS OF NCD EXCHANGE RATIO

As per the Scheme, holders of the NCDs of GAL will hold NCDs of GIDL, with the same terms (including the coupon rate, tenure, redemption price and quantum, nature of security etc.), and that, thereafter, the holders of the NCDs of GIDL will hold NCDs of GIL, which will again be on the same terms (including the coupon rate, tenure, redemption price and quantum, nature of security etc.).

Therefore, we understand that all NCD holders in GAL would become NCD holders in GIL, and that the Proposed Transaction would not alter the number and/or terms of the NCDs held by such holders, and the rights, security coverage, payment terms, interest rates etc. would be the same as when such NCDs were held in GAL. Further, upon the Scheme becoming effective, the beneficial economic interest of the NCD holders of GAL in the NCDs of GIL would be same and therefore the Proposed Transaction shall be value-neutral to the NCD holders of GAL. Accordingly, the fair value of NCDs of GAL, GIDL and GIL is not relevant for the present exercise.

VALUER NOTES

For the present valuation analysis, we have considered it appropriate to apply the Income Approach and Market Approach for GIL, GAL and GIDL to arrive at the relative fair value of the equity shares for the purpose of Share Exchange Ratio.

In the present case, the shares of GIL are listed on BSE and NSE and there are regular transactions in their equity shares with reasonable volume. In the circumstances, the share price of GIL has been considered as suggested in regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Accordingly, higher of the below two methods has been taken for determining the value of GIL under the market price methodology:

a) the volume weighted average price for 90 trading days preceding the Valuation report date,
b) the volume weighted average price for 10 trading days preceding the Valuation report date,

We understand that GIL derives its value materially from GAL on account of having investment in only one operating company (which is materially smaller when compared to operations of GAL) other than GAL. Therefore, the market price method is used to determine equity share values of GIDL and GAL also even though they do not trade on stock exchanges. GIDL and GAL equity share values under this method have been determined by using the equity share value of GIL arrived at by using the market price method and adjusting the value of

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assets and liabilities of GIL not attributable to GIDL and GAL to arrive at the remaining value of GIDL and GAL thereafter.

In the present case, we have not used the CCM method due to no listed comparable company in India, and differences in size, scale, government regulations and geography between GAL and overseas publicly listed airport companies.

Given the nature of the businesses of the Companies and the fact that GIL, GAL and GIDL have provided their projected financials, we have considered it appropriate to apply the DCF Method under the Income Approach to arrive at the relative fair value of the shares of the Companies for the purpose of arriving at the Share Exchange Ratio. However, we have not given any weightage to this method as the equity value of GIL from this method is lower than the equity value of GIL in accordance with regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

In the current analysis, Proposed Transaction is proceeded with on the assumption that the Companies would merge as going concerns and an actual realization of the operating assets is not contemplated. The operating assets have therefore been considered at their book value and non-operating/ surplus assets, if any at their fair values under the Asset Approach. In such a going concern scenario, the relative earning power, as reflected under the Income/ Market approach, is of greater importance to the basis of amalgamation/ demerger, with the values arrived at on the net asset basis being of limited relevance. Hence, while we have calculated the values of the shares of the Businesses under the Asset Approach, we have considered it appropriate not to give any weightage to the same in case of GIL, GIDL and GAL.

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above, we recommend the following Security Exchange Ratio for the Proposed Transaction whose computation is as under:

The computation of Share Exchange Ratio I as derived by KPMG, is given below:

Valuation Approach	GAL		GIDL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Market Approach	347.80	100%	21.85	100%
Income Approach	330.60	0%	20.62	0%
Asset Approach	(11.90)	0%	(3.90)	0%
Relative Value per Share	**347.80**	**100%**	**21.85**	**100%**
Exchange Ratio (Rounded off)	**15.9180**			

As per the Scheme, OCRPS of GIDL shall be issued in a manner such that 9% of the value of the securities issued to the domestic shareholders is in the form of equity shares, and 91% of the value of the securities issued to the domestic shareholders is in the form of OCRPS.

The computation of OCRPS Exchange Ratio I is based on Share Exchange Ratio I, each OCRPS shall reflect 40 equity shares of GIDL, on a fully diluted basis.

The computation of Share Exchange Ratio 2 as derived by KPMG, is given below:

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Valuation Approach	GIDL		GIL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Market Approach	21.85	100%	40.77	100%
Income Approach	20.62	0%	38.43	0%
Asset Approach	(3.90)	0%	(7.55)	0%
Relative Value per Share	**21.85**	**100%**	**40.77**	**100%**
Exchange Ratio (Rounded off)	**1.8659**			

The computation of OCRPS Exchange Ratio 2 is based on Share Exchange Ratio 2, each OCRPS shall reflect 40 equity shares of GIDL, on a fully diluted basis.

The computation of Resultant Share Exchange Ratio as derived by Share Exchange Ratio 1 and Share Exchange Ratio 2, is given below:

Valuation Approach	GAL		GIL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Market Approach	347.80	100%	40.77	100%
Income Approach	330.60	0%	38.43	0%
Asset Approach	(11.90)	0%	(7.55)	0%
Relative Value per Share	**347.80**	**100%**	**40.77**	**100%**
Exchange Ratio (Rounded off)	**8.5310**			

The computation of NCD Exchange Ratio 1 and NCD Exchange Ratio 2 as derived by KPMG, is given below:

Valuation Approach	GAL		GIDL		GIL	
	Value per NCD (INR)	Weight	Value per NCD (INR)	Weight	Value per NCD (INR)	Weight
Market Approach	NA	-	NA	-	NA	-
Income Approach	NA	-	NA	-	NA	-
Asset Approach	NA	-	NA	-	NA	-
Relative Value per Share	NA	-	NA	-	NA	-
Exchange Ratio (Rounded off)	**NA**					

RATIO

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above, we recommend the following Security Exchange Ratio for proposed amalgamation of GMR Airports Limited and GMR Infra Developers Limited ("Proposed Transaction 1") and for the proposed amalgamation of resulting entity after Proposed Transaction 1 and GMR Infrastructure Limited ("Proposed Transaction 2"):

KPMG Valuation Services LLP Gurugram

KPMG

Share Exchange Ratio 1:
15,918 (Fifteen Thousand Nine Hundred Eighteen Only) equity share of GIDL of INR 10/- each fully paid up for every 1,000 (One Thousand Only) equity shares of GAL of INR 10/- each fully paid up.

OCRPS Exchange Ratio 1:
15,918 (Fifteen Thousand Nine Hundred Eighteen Only) OCRPS of GIDL of INR 400/- each fully paid up for every 40,000 (Forty Thousand Only) equity shares of GAL of INR 10/- each fully paid up.

NCD Exchange Ratio 1:
1 (One) NCD of GIDL for every 1 (one) NCD of GAL.

Share Exchange Ratio 2:
10,000 (Ten Thousand Only) equity share of GIL of INR 1/- each fully paid up for every 18,659 (Eighteen Thousand Six Hundred Fifty-Nine Only) equity shares of GIDL of INR 10/- each fully paid up.

OCRPS Exchange Ratio 2:
10,000 (Ten Thousand Only) OCRPS of GIL of INR 40/- each fully paid up for every 18,659 (Eighteen Thousand Six Hundred Fifty-Nine Only) OCRPS of GIDL of INR 400/- each fully paid up.

NCD Exchange Ratio 2:
1 (One) NCD of GIL for every 1 (one) NCD of GIDL.

Resultant Share Exchange Ratio:
8,531 (Eight Thousand Five Hundred Thirty-One Only) equity share of GIL of INR 1/- each fully paid up for every 1,000 (One Thousand Only) equity shares of GAL of INR 10/- each fully paid up.

Our Valuation report and Security Exchange Ratio is based on the equity share capital structure of the GAL, GIDL and GIL as mentioned earlier in this report. Any variation in the equity capital of the Companies may have material impact on the Share Exchange Ratio.

Respectfully submitted,

For KPMG Valuation Services LLP
Registered Valuer Entity under Companies (Registered Valuers and Valuation) Rules, 2017
IBBI Registration No. IBBI/RV-E//06/2020/115
Asset class: Securities or Financial Assets

KPMG Valuation Services LLP Gurugram

Apurva Shah, Partner
IBBI Registration No. IBBI/RV/05/2019/10673
Date: 19 March 2023

ICICI Securities I-Sec

March 19, 2023

To,

The Board of Directors,
GMR Infra Developers Limited
Plot No. C-31, G Block,
Naman Centre, 7th Floor,
Bandra Kurla Complex, Bandra (East),
Mumbai, 400051, Maharashtra

Sub: Fairness opinion to the Board of Directors of GMR Airports Limited ("GAL") and GMR Infra Developers Limited ("GIDL") on the recommendation of Security Exchange Ratio for the proposed merger of GAL and GIDL and GMR Airports Infrastructure Limited ("GIL") (together referred to as "Companies")

In terms of our engagement with GAL dated March 17, 2023, GAL has requested ICICI Securities ("I-Sec") to provide a fairness opinion to the Board of Directors of GAL and GIDL on the share exchange ratio and non-convertible debenture ("NCD") exchange ratio (together referred to as Security Exchange Ratio) suggested by the Registered Valuer in relation to the proposed amalgamation of GAL into GIDL and merger of resultant GIDL into GIL by way of merger under the Composite Scheme of Amalgamation.

BACKGROUND, PURPOSE AND USE OF THIS FAIRNESS OPINION

GAL is an unlisted public limited company with certain debt securities issued by it being listed on the BSE Limited ("BSE"). GAL is a systematically important core investment company (an SI-CIC) and is in the business of holding the shares and securities of, and lending funds to, group companies, which in turn own and/or operate airports and related infrastructure. GAL is also engaged in certain airport-related businesses, including the provision of engineering, procurement and construction (EPC) services. GAL is a subsidiary of GIL.

GIDL is an unlisted public limited company incorporated with the object of, inter alia, undertaking infrastructure business, providing financial assistance for development, construction, operation, maintenance, etc., of infrastructure projects in India. GIDL is a wholly owned subsidiary of GIL.

GIL (formerly known as GMR Infrastructure Limited) is a public limited company with its equity shares being listed on the National Stock Exchange ("NSE") and the BSE. GIL is engaged in infrastructure activities, executing projects either by itself or through special purpose vehicles, providing support activities, as well as, supervisory and management functions, to its group entities.

We understand that the Board of Directors of the Companies are contemplating the merger of GAL and GIDL into GIL in two steps:

(i) GAL into GIDL ("Proposed Transaction 1"); and
(ii) GIDL (after the consummation of the merger envisaged in point (i) above) into GIL ("Proposed Transaction 2").

(Proposed Transaction 1 and Proposed Transaction 2 collectively referred to as the "Proposed Transaction") (the entity in existence after the completion of such restructuring being the "Resultant Entity") on a going concern basis, pursuant to a Composite Scheme of Amalgamation under the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act (the "Scheme").

Rationale of the Scheme: The Scheme has provided that merger of GAL and GIDL with and into GIL pursuant to Sections 230 to 232 of the Act and other applicable provisions of the Act, and also read with Section 2(1B) and other relevant provisions of the IT Act, has been done with the view to achieve the following benefits:

1. Consolidation of the business of the Companies, leading to synergies of operations and resulting in the expansion and long-term sustainable growth of the Companies' business, which will create greater value for the Resultant Entity;

2. Streamlining the corporate organizational structure of the Companies by reducing the number of legal entities involved in the business and by reducing the number of layers of legal entities. This would provide several benefits, including enhanced managerial focus in a single amalgamated entity (being the Resultant Entity), seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances, costs rationalization and enhancement of the efficiency and control of the Companies, as well as improving the mechanisms for upstreaming of free cashflows and shareholder returns. This, in turn, will also assist shareholders and investors in better understanding and evaluating the structure and strength of the operations of the Companies, with the Resultant Entity also being more attractive to investors looking to invest in the airports sector;

3. Ensuring a stronger and wider capital and financial base for the Resultant Entity, along with greater access to capital, the reduction of cost of capital, and efficient and optimal utilisation of cash resources of the Companies, and thereby facilitating future growth and expansion;

4. Bringing about greater integration, operational and organisational rationalisation and effective utilisation of the combined resources of the Companies to enhance the operational efficiency of the Resultant Entity; and

5. Enabling greater economies of scale and reduction in/avoiding duplication of overheads, administrative, managerial and other common costs, and adoption of an integrated approach to internal policies, including those pertaining to remuneration, employee benefits, workplace rules and policies.

The Board of GAL has appointed KPMG Valuation Services LLP ("KPMG" or "Registered Valuer") to determine and recommend the Security Exchange Ratio for the Proposed Transaction, on a going concern basis with 31 December 2022 being the valuation date.

In this connection, pursuant to the requirements of SEBI Operational Circular SEBI/HO/DDHS/DDHS_DIV1/P/CIR/2022/0000000103 dated 29 July 2022, updated as on 1 December 2022 and SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 November 2021, we have been requested by the Board of Directors of GAL to render an opinion on whether the Security Exchange Ratio determined and recommended by the Registered Valuer vide their report dated March 19, 2023, is fair.

The Registered Valuer has recommended the following for the Proposed Transaction 1 and Proposed Transaction 2:

Share Exchange Ratio 1:
15,918 (Fifteen Thousand Nine Hundred and Eighteen Only) equity shares of GIDL of INR 10/- each fully paid up for every 1,000 (One Thousand Only) equity shares of GAL of INR 10/- each fully paid up.

OCRPS Exchange Ratio 1:
15,918 (Fifteen Thousand Nine Hundred and Eighteen Only) OCRPS of GIDL of INR 400/- each fully paid up for every 40,000 (Forty Thousand Only) equity shares of GAL of INR 10/- each fully paid up.

NCD Exchange Ratio 1:
1 (One NCD) of GIDL for every 1 (one) NCD of GAL

Share Exchange Ratio 2:
10,000 (Ten Thousand Only) equity shares of GIL of INR 1/- each fully paid up for every 18,659 (Eighteen Thousand Six Hundred and Fifty Nine Only) equity shares of GIDL of INR 10/- each fully paid up.

OCRPS Exchange Ratio 2:
10,000 (Ten Thousand Only) OCRPS of GIL of INR 40/- each fully paid up for every 18,659 (Eighteen Thousand Six Hundred and Fifty Nine Only) OCRPS of GIDL of INR 400/- each fully paid up

NCD Exchange Ratio 2:
1 (One NCD) of GIL for every 1 (one) NCD of GIDL

Resultant Share Exchange Ratio:
8,531 (Eight Thousand Five Hundred Thirty One Only) equity shares of GIL of INR 1/- each fully paid up for every 1,000 (One Thousand Only) equity shares of GAL of INR 10/- each fully paid up.

Share Exchange Ratio 1, Share Exchange Ratio 2, Resultant Share Exchange Ratio, OCRPS Exchange Ratio 1 and OCRPS Exchange Ratio 2 is collectively referred to as the "**Share Exchange Ratio**". NCD Exchange Ratio 1 and NCD Exchange Ratio 2 are collectively referred to as the "**NCD Exchange Ratio**". Share Exchange Ratio and NCD Exchange Ratio are collectively referred to as the "**Security Exchange Ratio**"

This fairness opinion is intended only for the sole use and information of the Board of Directors of GAL and GIDL and only in connection with the Proposed Transaction. We are not responsible in any way to any other person / party for any decision of such person or party based on this fairness opinion. Any person / party intending to provide finance / invest in the shares / business of any of the companies involved in the Transaction or their subsidiaries / joint ventures / associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this fairness opinion or any part thereof, other than in connection with the Transaction as aforesaid can be done only with our prior permission in writing.

SOURCES OF INFORMATION

In arriving at our opinion set forth below, we have relied on:

a) Discussions (including oral) with, the draft and final valuation report and workings of the Registered Valuer;
b) Discussions (including oral) with the managements of the Companies in connection with the operations of the respective Companies/ subsidiaries, past and present activities, future plans and prospects, details of the proposed deal in certain subsidiaries of the Companies as recently announced, share capital and shareholding pattern of the Companies including but not limited to the following:
    - Conversion of compulsorily convertible preference shares of GAL into equity shares.
    - Issuance of Foreign Currency Convertible Bond ("FCCB") to ADP by GIL.
    - Cebu Transaction details as mentioned in Cebu Airport Transaction Slides dated 2 September 2022.
    - Contingent liability schedule for GIL as at 31 December 2022.
    - Details of Ratchet settlement between ADP & GIL.
c) Salient features of the Composite Scheme of Amalgamation and Arrangement
d) Historical financials of the Companies/ their subsidiaries/ associates/ joint ventures/ investee companies/ their businesses
e) Projections of the Companies and the subsidiaries, as applicable
f) Other relevant information and documents for the purpose of this engagement

LIMITED * ICICI SECURITIES

SCOPE LIMITATIONS

Our fairness opinion is subject to the scope limitations detailed hereinafter. As such the fairness opinion is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

Our work does not constitute an audit, due diligence or certification of the historical financial statements in relation to the Companies including their respective working results or businesses referred. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information referred to in this fairness opinion. Our analysis and results are specific to the purpose of the exercise of giving our fairness opinion as described hereinabove. It may not be valid for any other purpose or if provided on behalf of any other entity. Our fairness opinion is addressed to and is solely for the benefit of the Board of Directors of GAL and GIDL and should not be publicly or otherwise circulated, provided or disclosed to any person, authority (including regulatory authority), entity or any public or private platform without our prior written consent. No other person, entity or regulatory authority shall, save with our written consent, rely on this opinion or any part thereof.

We have considered financial information up to December 31, 2022 in our analysis and have made adjustments for facts made known to us till the date of our report, including taking into consideration current market parameters. An exercise of this nature involves consideration of various factors. This fairness opinion is issued on the understanding that each of the Companies have drawn our attention to all the matters which may have an impact on our opinion including any significant changes that have taken place or are likely to take place in the financial position or businesses upto the date of approval of the Scheme by the Board of Directors. We have no responsibility to update this fairness opinion for events and circumstances occurring after this date.

In the course of the present exercise, we were provided with both written and verbal information, including financial data. The terms of our engagement were such that we were entitled to rely upon the information provided without detailed inquiry. Also, we assume that the management of each of the Companies, has not omitted any relevant and material factors for the purposes of the work which we have undertaken in connection with this fairness opinion.

We shall have no obligation to verify the accuracy or completeness of any information or express any opinion or offer any form of assurance regarding the accuracy or completeness of such information and shall not assume any liability therefor. We assume no responsibility whatsoever for any errors in the information furnished to us and their impact on the present exercise.

We express no opinion whatsoever and make no recommendation at all to the shareholders or secured or unsecured creditors of each of the Companies, as to how they should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other term of the Scheme. We also express no opinion and accordingly accept no responsibility with respect to the financial performance of the Companies following the consummation of the Scheme. We also express no opinion on the likely market price of GIL post the consummation of the Scheme.

ICICI SECURITIES LIMITED *

No investigation with respect to the claim to title of assets of each of the Companies has been made for the purpose of this exercise and the same has been assumed to be valid. We have not placed any individual value on the assets of each of the Companies and have also not considered any liens or encumbrances on the same. Further we have not opined and accordingly do not take responsibility whatsoever for matters of a legal nature. Also, we are not opining on matters related to taxation. This fairness opinion should not be construed as a certification regarding the compliance of the Scheme with the provisions of any law including Companies Act, tax laws and capital market related laws or as regards any legal implications or issues arising from the Scheme.

In the ordinary course of business, ICICI Securities Limited and its affiliates is engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of ICICI Securities Limited may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the Scheme.

RATIONALE & CONCLUSION

In the circumstances, having regard to all relevant factors and on the basis of information and explanations given to us, we are of the opinion on the date hereof, that the Security Exchange Ratio, as recommended by the Registered Valuer is fair.

Yours faithfully,

For ICICI Securities Limited,

LIMITED * ICICI SECURITIES

Raghwendra Pande
Executive Vice President
ICICI Securities, Mumbai
Date: March 19, 2023

Ernst & Young Merchant Banking Services LLP
Registration No. IBBI/RV-E/05/2021/155
14th Floor, The Ruby,
29, Senapati Bapat Marg,
Dadar (West), Mumbai,
India – 400 028

Tel: +91 22 61920000
ey.com

Date: 19 March 2023

To,

The Board of Directors,
GMR Airports Infrastructure Limited
Naman Centre, 7th Floor, Plot No. C-31, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai,
Maharashtra – 400 051, India

Sub: Recommendation of Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio for the proposed amalgamation of GMR Airports Limited into GMR Infra Developers Limited and subsequent amalgamation of GMR Infra Developers Limited into GMR Airports Infrastructure Limited

Dear Sir / Madam,

We refer to our engagement letter dated 07 February 2023 entered by GMR Airports Infrastructure Limited ("GIL" or the "Client" or the "Company") and Ernst & Young Merchant Banking Services LLP ("EY"), for recommendation of:

- A Fair Share Exchange Ratio and Fair Optionally Convertible Redeemable Preference Shares ("OCRPS") Exchange Ratio for the proposed amalgamation of GMR Airports Limited ("GAL") with GMR Infra Developers Limited ("GIDL") and
- Subsequent to the above amalgamation, a Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio for the proposed amalgamation of GIDL with GIL

under a comprehensive Composite Scheme of Amalgamation ("Proposed Scheme").

GIL, GAL and GIDL are hereinafter jointly referred to as "Companies" or "Valuation Subjects". The Management of aforesaid companies is together hereinafter referred to as the "Management".

EY is hereinafter referred to as "Registered Valuer" or "we" or "us" in this Report ("Report").

The Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio for this Report refers to number of equity shares and OCRPS of GIDL respectively, which would be issued to the equity shareholders of GAL pursuant to the proposed amalgamation of GAL into GIDL and subsequently the number of equity shares and OCRPS of GIL which would be issued to the equity shareholders and OCRPS holders of GIDL respectively pursuant to the proposed amalgamation of GIDL into GIL.

For the purpose of this Report, we have considered the Valuation Date as 19 March 2023 ("Valuation Date" or "Report Date").

Ernst & Young Merchant Banking Services LLP IBBI/RV-E/05/2021/155

SCOPE AND PURPOSE OF THIS REPORT

GMR Airports Infrastructure Limited ("GIL" or the "Company" or "Client") (erstwhile GMR Infrastructure Limited) is a listed company (BSE:532754, NSEI: GMRINFRA) and is engaged in infrastructure activities, executing projects either by itself or through special purpose vehicles, providing support activities, as well as, supervisory and management functions, to its group entities. Currently, the Company operates airports in India and internationally through its subsidiary GMR Airports Limited ("GAL"). The registered office of GIL is located at Naman Centre, 7th Floor, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra- 400 051, India. For the year ended 31 March 2022, GIL reported revenue of INR 49,592 mn and loss after tax of INR (11,314) mn.

GMR Infra Developers Limited ("GIDL") is a wholly owned subsidiary of GIL and has been incorporated with the object of, *inter alia,* undertaking infrastructure business, providing financial assistance for development, construction, operation, maintenance, etc., of infrastructure projects in India. Currently, GIDL operates as an investment holding arm for GIL. The registered office of GIDL is located at Naman Center, 701, 7th Floor, Opp. Dena Bank, Plot No. C-31, G-Block, BKC, Bandra East, Mumbai, Maharashtra-400 051, India. For the year ended 31 March 2022, GIDL reported revenue of INR 11 mn and loss after tax of INR (2,228) mn.

GAL is a private company incorporated in India in 1992 and is engaged in the business of holding the shares and securities of, and lending funds to, group companies, which, in turn own and/or operate airports and related infrastructure in India and internationally. GAL currently holds licenses for 9 airports, 5 are operational (including Cebu, Philippines) and 4 are under development. The registered office of GAL is located at BCCL, Times Internet Building, Second Floor, Plot No. 391, Udyog Vihar Phase - III, Gurugram – 122 016, India. For the year ended 31 March 2022, GAL reported revenue of INR 4,886 mn and loss after tax of INR (806) mn.

Aeroports De Paris SA ("ADP") is a listed company (ENXTPA:ADP), incorporated in 1945 and is engaged in the business of operating airports worldwide. The registered office of ADP is located at 1 Rue de France, Tremblay-en-France, Ile-de-France – 93290, France. For the year ended 31 December 2022, ADP reported revenue of EUR 4,688 mn and profit after tax of EUR 516 mn.

GMR Infra Services Private Limited ("GISL") is a private company incorporated in India in 2016, wherein ADP holds 99.99% stake. GISL operates as an investment holding arm for Groupe ADP. The registered office of GISL is located at Naman Centre, 7th Floor, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra- 400 051, India. For the year ended 31 March 2022, GISL reported revenue of INR 15 mn and loss after tax of INR (3) mn.

As on Report Date, there are certain ratchets and earnouts ("Ratchet") under the existing shareholding agreement (SHA). We have been represented that GIL and ADP have formally agreed for ratchet settlement, whereby GIL's shareholding in GAL shall increase by 4% i.e., from 51% to 55% resulting in a decreased shareholding of ADP in GAL from 49% to 45%, and an amount of INR 5,500 mn will be paid by ADP to GIL ("Ratchet Settlement").

As on Report Date, considering the impact of CCPS conversion (part of Ratchet Settlement), GIL holds 55.0% stake in GAL (36.1% through direct investment and 18.9% indirectly through GIDL) while the remaining 45.0% is held by ADP (23.6% directly and 21.4% through GISL).

We understand that GMR group is contemplating an amalgamation of GAL into GIL through a two-step process:
Step 1- Amalgamation of GAL into GIDL and in consideration issuance of equity shares and OCRPS of GIDL to shareholders of GAL ("Proposed Amalgamation I")

Step 2- Amalgamation of resultant GIDL into GIL and in consideration issuance of equity shares and OCRPS of GIL to equity shareholders and OCRPS holders of GIDL respectively ("Proposed Amalgamation II") (hereinafter collectively referred to as "Proposed Amalgamation").

The aforesaid is proposed under a Composite Scheme of Amalgamation ("Proposed Scheme") under the provisions of Sections 230-232 and the other applicable provisions of the Companies Act, 2013. Subject to necessary approvals, GAL would be amalgamated with GIDL and subsequently GIDL would be amalgamated with GIL with effect from the appointed date mentioned in the Proposed Scheme ("Appointed Date"). In consideration for the proposed amalgamation of GAL into GIDL, equity shares and OCRPS of GIDL would be issued to the equity shareholders of GAL and in consideration for the subsequent proposed amalgamation of GIDL into GIL, equity shares and OCRPS of GIL would be issued to the equity shareholders and OCRPS holders of GIDL respectively.

In this connection, GIL has appointed EY to recommend a Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio, for issue of GIDL's equity shares and OCRPS to the equity shareholders of GAL for the Proposed Amalgamation I and subsequent issuance of equity shares and OCRPS of GIL to GIDL's equity shareholders and OCRPS holders respectively for the Proposed Amalgamation II.

The scope of our services is to conduct a relative (and not absolute) valuation of shares of the Valuation Subjects and Report a Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio for the Proposed Amalgamation in accordance with internationally accepted valuation standards / International Valuation Standards.

The Report is for the consideration of The Board of Directors and the Audit Committee of GIL in accordance with the applicable Securities and Exchange Board of India's ("SEBI"), the relevant stock exchanges', and other relevant laws, rules and regulations. To the extent mandatorily required under applicable laws of India, this Report maybe produced before the judicial, regulatory or government authorities, stock exchanges, shareholders in connection with the Proposed Amalgamation.

We have been provided with the Audited financials of Valuation Subjects and their underlying subsidiaries for the nine months period ended 31 December 2022 (except international entities wherein financials for the period ended 30 September 2022 have been provided). We have taken into consideration the current market parameters in our analysis.

We have been informed by GIL that GAL and GIDL have also appointed independent valuer ("Other Valuer") for the Proposed Amalgamation. EY and the Other Valuer (jointly referred as "Valuers") have been appointed severally and not jointly and have worked independently in their analysis. Further, upon conclusion of our work and prior to issue of the report, we have discussed our methodology, approach and findings with the Other Valuer and have arrived at a consensus on the Share Exchange Ratio, after making appropriate minor adjustments/ rounding off.

We have been informed that till the Proposed Amalgamation becomes effective, neither Companies would declare any dividends.

We have been informed that, in the event that either of the Companies restructure their equity share capital by way of share split / consolidation / issue of bonus shares before the Proposed Amalgamation becomes effective, the issue of shares pursuant to the Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio recommended in this Report shall be adjusted accordingly to take into account the effect of any such corporate actions.

This Report is our deliverable for the above engagement.

Ernst & Young Merchant Banking Services LLP IBBI/RV-E/ 05/2021/155

This Report is subject to the scope, assumptions, qualifications, exclusions, limitations, and disclaimers detailed hereinafter. As such, the Report is to be read in totality and not in parts.

Ernst & Young Merchant Banking Services LLP
IBBI/RV-E/05/2021/155

SOURCES OF INFORMATION

In connection with this exercise, we have received/obtained the following information about the Valuation Subjects from the Management:

- Audited financial results for the period ended 31 March 2022 and earlier years for GIL, GIDL, GAL and their underlying subsidiaries.
- Audited (limited review) financials of subsidiaries of GIL, GIDL, GAL and their underlying subsidiaries for the period ended 31 December 2022.
- Audited (limited review) financials of international subsidiaries of GAL for the period ended 30 September 2022.
- Financial forecasts of GAL and its underlying operating airport subsidiaries (comprising of profit and loss statement and balance sheet) starting from 01 January 2023 till the life of respective projects/ licenses.
- Draft Composite Scheme of Amalgamation.
- Head of terms including terms of Foreign Currency Convertible Bonds ("FCCBs") issued to Kuwait Investment Authority ("KIA"); FCCB issued to ADP; key terms of Ratchet settlement; terms of OCRPS to be issued to equity shareholders of GAL
- Terms of GAL CCPS Settlement/ Ratchet Settlement
- Terms of Cebu airport transaction
- Other relevant information and documents for the purpose of this engagement.

In addition, we have obtained information from public sources/proprietary databases.

During the discussions with the Management, we have also obtained explanations, information, and representations, which we believed were reasonably necessary and relevant for our exercise. The Client has been provided with the opportunity to review the draft report (without valuation conclusions) as part of our standard practice to make sure that factual inaccuracy/omissions are avoided in our Report.

PROCEDURES ADOPTED AND VALUATION METHODS FOLLOWED

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and qualitative information
- Used data available in public domain related to the Valuation Subjects
- Held discussions (physical/over call) with the Management to:
    - Understand the business and fundamental factors that affect its earning-generating capability and historical financial performance.
    - Understand the assumptions and the basis of key assumptions used by the Management in developing projections.
- Selected well accepted valuation methodology/(ies) as considered appropriate by us.
- Arrived at valuation of Valuation Subjects in order to determine the Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio for the Proposed Amalgamation

Ernst & Young Merchant Banking Services LLP IBBI/RV-E/ 05/2021/155

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

This Report is subject to the limitations detailed in our engagement letter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

This Report, its contents and the results herein are specific to the purpose of valuation agreed as per the terms of our engagement and the Report Date. We have been informed that the business activities of the Valuation Subjects have been carried out in the normal and ordinary course between 31 December 2022 and the Report Date, and that no material changes have occurred in their respective operations between 31 December 2022 and the Report Date.

Valuation analysis and results are specific to the purpose of valuation and as per the agreed terms of the engagement letter. It may not be valid for any other purpose or as of any other date. Also, it may not be valid if done on behalf of any other entity.

A valuation of this nature is necessarily based on the prevailing stock market, financial, economic, and other conditions in general and industry trends in particular as in effect on and the information made available to us as of, the date hereof. This Report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies and we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the assumptions and information given by / on behalf of the Companies. The Management has indicated to us that they have understood that any omissions, inaccuracies, or misstatements may materially affect our valuation analysis / results. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.

The recommendation rendered in this Report shall be non-binding and should not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors.

During the valuation, we were provided with both written and verbal information, financial and operating data. In accordance with the terms of our engagement, we have carried out relevant analyses and evaluations through discussions, calculations, and such other means, as may be applicable and available, we have assumed and relied upon, without independently verifying (i) the accuracy of the information that was publicly available, sourced from subscribed databases and formed a substantial basis for this Report and (ii) the accuracy of information made available to us by the Companies. While information obtained from the public domain or external sources have not been verified for authenticity, accuracy, or completeness, we have obtained information, as far as possible, from sources generally considered to be reliable. We assume no responsibility for such information. In accordance with the terms of our engagement letter and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed, certified, carried out a due diligence, or otherwise investigated the historical financials / financial information or individual assets or liabilities, provided to us regarding the Companies. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in such historical financials / financial statements.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. This Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not disclosed

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in the audited financials of the Companies. Our conclusion of value assumes that the assets and liabilities of the Valuation Subjects, reflected in their respective latest balance sheets remain intact as of the Report Date.

This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Client is the only authorized user of this Report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the Client from providing a copy of the Report to third-party advisors whose review would be consistent with the intended use. We do not take any responsibility for the unauthorized use of this report. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or willful default on part of the Client or Companies, their directors, employees, or agents. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.

This Report does not look into the business/commercial reasons behind the Proposed Amalgamation nor the likely benefits arising out of it. Similarly, it does not address the relative merits of the Proposed Amalgamation as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

The valuation analysis and result are governed by concept of materiality.

The fee for the engagement is not contingent upon the results reported.

This Report is subject to the laws of India.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the Proposed Scheme, without our prior written consent.

EY will owe responsibility only to GIL.

Disclosure of Registered Valuer's Interest or Conflict, if any and other affirmative statements

We do not have any financial interest in the Client, nor do we have any conflict of interest in carrying out this valuation.

Further, the information provided by the Management have been appropriately reviewed in carrying out the valuation. Sufficient time and information were provided to us to carry out the valuation.

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CAPITAL STRUCTURE

GIL

The diluted equity share capital of GIL as of Report Date is INR 7,148 million consisting of 7,148,361,942 equity shares of face value of INR 1 each. The shareholding pattern is as follows:

Shareholding Pattern	No. of Shares	% Shareholding
Promoter group	3,555,169,176	49.73%
KIA	1,112,416,667	15.56%
Public shareholders	2,480,776,099	34.70%
Grand Total	**7,148,361,942**	**100.0%**

Source: Management

GIL has issued FCCB worth USD 25 mn to KIA, which as per the terms of agreement are currently in-the-money and upon conversion shall account for 1,112,416,667 equity shares of GIL. Thus, for the purpose of our analysis, we have considered diluted equity shareholding of GIL, as shown in above table.

Further, we understand that as on 17 March 2023 GIL has issued FCCBs amounting to INR 29,000 mn to ADP. Based on the terms of conversion, as on Report Date, these FCCBs are out-of-money and accordingly, we have not considered any dilution for these FCCBs.

GIDL

The diluted equity share capital of GIDL as of Report Date is INR 4,139 million consisting of 4,138,550,000 equity shares of face value of INR 10 each.

Shareholding Pattern	No. of Shares	% Shareholding
GIL (including shares held by nominees of GIL, and conversion of CCDs held by GIL)	4,138,550,000	100.0%
Grand Total	**4,138,550,000**	**100.0%**

Source: Management

As on Report Date, GIDL has issued 41,385 compulsorily convertible debentures of INR 1,000,000 each (“CCDs”) to GIL. As per terms of the Proposed Scheme, we understand that prior to the Proposed Scheme coming into effect, CCDs issued by GIDL shall stand converted into 4,138,500,000 equity shares of GIDL. Accordingly, for the purpose of our analysis, we have computed equity shareholding considering the conversion of CCDs, as shown in above table.

GAL

The diluted equity share capital of GAL as of Report Date is INR 15,676 million consisting of 1,567,605,939 equity shares of face value of INR 10 each.

Shareholding Pattern	No. of Shares	% Shareholding
GIL	565,517,024	36.1%
GISL (including shares held by nominees of GISL)	335,484,901	21.4%
GIDL	296,249,534	18.9%
ADP	369,596,828	23.6%
Grand Total	**1,566,848,287**	**100.0%**

Source: Management

As per terms of the Proposed Scheme, we understand that prior to the Proposed Scheme coming into effect, CCPS issued by GAL shall stand converted into equity shares as part of Ratchet Settlement. Accordingly, the above shareholding pattern takes into account the conversion of CCPS.

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APPROACH FOR RECOMMENDATION OF FAIR SHARE EXCHANGE RATIO AND FAIR OCRPS EXCHANGE RATIO

Arriving at the Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio for the Proposed Amalgamation of GAL into GIDL and GIDL into GIL would require determining the relative value per equity share of GAL, GIDL and GIL. These values are to be determined independently, but on a relative basis for the Valuation Subjects, without considering the effect of the Proposed Amalgamation.

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for amalgamations and our reasonable judgment, in an independent and bona fide manner.

Approach to Valuation

There are primarily three approaches in valuation (viz., Cost/Asset Approach, Market Approach, and Income Approach). For any valuation, all the approaches may not be relevant and therefore will not give a fair estimate of value. Hence, the approach most suitable for that specific business / company must be applied in the valuation exercise, based on the experience and common practices adopted by valuers.

"Fair Value is the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

We have adopted internationally accepted valuation standards and approaches in delivering our valuation conclusion. There are several principal valuation approaches under International Valuation Standard of which we have considered only those approaches to the extent, it is applicable and relevant.

The various approaches generally adopted in valuation are as under:

1. Cost/Asset Approach: Net Asset Value (NAV) Method
2. Income Approach: Discounted Cash Flows (DCF) Method
3. Market Approach: Market Price Method, Comparable Companies Market Multiple Method, Comparable Transactions Multiple Method and Price of Recent Investment Method

For the purpose of valuation, we have used the following approaches:

1. GIL- Market price approach based on SEBI Preferential Allotment Rule

2. GIDL- Sum of Parts approach (NAV method and Fair valuation of its investment in GAL)

3. GAL- Market price approach (Implied market value based on market price of GIL) and Sum of Parts approach (DCF method for standalone operations and fair valuation of its underlying investments)

Cost/ Asset Approach – Net Asset Value (NAV) method:
The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in case where the firm is to be liquidated i.e., it does not meet the "going concern" criteria or in case where the assets base dominates earnings capability. A Scheme of Amalgamation would normally be proceeded with, on the assumption that the companies merge as going concerns and an actual realization of the operating assets is not contemplated. In such a going concern scenario, the relative earning power is of importance to the basis of amalgamation, with the values arrived at on the net asset basis being of limited relevance.

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NAV methodology is not a true indicator of profit generating ability of the company / business. Hence, this method has not been considered except for non-operating companies/subsidiaries or investment holding companies, wherein underlying investments have been fair valued.

Income Approach - Discounted Cash Flow (DCF) method: Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital. The sum of the discounted value of such free cash flows is the value of the firm. Such DCF analysis involves determining the following:

- *Estimating future free cash flows:*

Free cash flows are the cash flows expected to be generated by the company that are available to the providers of the company's capital – both debt and equity.

- *Appropriate discount rate to be applied to cash flows i.e., the cost of capital:*

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

We have used this method for valuation of standalone business and operating subsidiaries of GAL. The financial forecasts have been provided to us by the Management.

Market Approach- Market Price ("MP") Method

Under this method, the value of shares of a company is determined by taking the average of the market capitalization of the equity shares of such companies as quoted on a recognized stock exchange over reasonable periods of time where such quotations are arising from the shares being regularly traded in an active market, subject to the element of speculative support that may be inbuilt in the market price.

Further, as per SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017, in case of scheme of arrangement between listed and unlisted entities whereby shares of listed entity are being issued to shareholders of unlisted entity, then pricing provisions as SEBI (Issue of Capital and Disclosure Requirements Regulations) Regulations, 2009 ('SEBI ICDR regulations') are to be followed.

The pricing provisions as per SEBI ICDR regulations, (notification no. SEBI/LAD-NRO/GN/2022/63 dated 14 January 2022), provides that if the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 trading days or more as on the date of the board meeting, the equity shares shall be allotted at the volume weighted average price (VWAP) during the preceding 90 trading days from the date of board meeting or preceding 10 trading days, whichever is higher. Further, in case where the relevant date/date of board meeting in which the scheme of arrangement is approved falls on a weekend/holiday, the day preceding the weekend/holiday should be considered as the relevant date.

Since the shares of GIL are listed on the stock exchanges and are frequently traded, we have considered market price method for the present exercise. Further in compliance with the SEBI circulars, we have arrived at a per share value of INR 40.77 for GIL considering relevant date to be 17 March 2023. Please refer Annexure – I for computation.

Further, considering that the value of GIL is being driven by the businesses being held through GAL, we have also computed the implied value of GAL and GIDL using market price of GIL for the present exercise.

Market Approach- Multiples Method

Under this method, value of the equity shares of a company/ business undertaking is arrived at by using multiples derived from valuations of comparable companies traded on active market. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

In the present valuation analysis, we have not used the method since the Valuation Subjects have long term contracts and project specific cashflows and we could not find any listed company which is comparable to the Valuation Subjects in terms of business profile, growth, risk, etc.

Price of Recent Investment Method

Under this method, recent investment/transaction in the business between two unrelated parties is considered as the base value if there are no substantial changes since the transaction.

We understand that in Q3FY23, GIL signed a share purchase agreement with Aboitiz InfraCapital, to divest its entire stake in Cebu airport in Philippines for a consideration of USD 168 mn along with earnouts of USD 67 mn over 4 years.

We have considered the above-mentioned transaction for the valuation of SPV which holds the license for operating Cebu airport in Philippines considering that the transaction took place between two unrelated, knowledgeable and willing parties and can be considered to be an arm's length transaction.

Non-Convertible Debentures ("NCDs")

We understand that the Non-Convertible Debentures ("NCDs") of GAL are listed on the debt segment of the BSE Limited (formerly Bombay Stock Exchange Limited). As per terms of the Proposed Scheme, pursuant to the Proposed Amalgamation I, GIDL shall issue and allot NCDs to the holders of GAL's NCDs and upon subsequent Proposed Amalgamation II, GIL shall issue and allot NCDs to the holders of GIDL's NCDs. We understand that the NCDs shall be issued on the same terms and conditions, and without any change in structure and all rights, powers, duties, and obligations shall stand transferred. Accordingly, we have considered the same value of NCDs as appearing in the audited financials of GAL to arrive at the Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio for the Proposed Amalgamation.

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Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio:

Step 1: Amalgamation of GAL into GIDL and in consideration issuance of equity shares and OCRPS of GIDL to shareholders of GAL

The computation of Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio for amalgamation of GAL into GIDL is tabulated below:

Valuation Approach	GAL		GIDL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Market approach	354.11	50%	22.30	50%
Income approach	341.48	50%	21.40	50%
Asset approach	110.97	0%	8.03	0%
Relative value per share	347.80		21.85	
Exchange ratio for Proposed Amalgamation I	15,918 shares of GIDL for 1,000 shares of GAL			

Pursuant to Proposed Amalgamation I, the equity shares of GAL held by GIDL shall stand cancelled.

As per the terms of Proposed Scheme, the Indian shareholders of GAL shall be issued equity shares and OCRPS of GIDL in lieu of their existing shareholding in GAL, such that 91% of the value of the securities being issued is in the form of OCRPS and 9% of the value of the securities being issued is in the form of equity shares. Further, 100% of the value of the securities issued to foreign shareholders shall be in the form of equity shares.

Each OCRPS of GIDL shall be convertible into 40 equity shares of GIDL as per the Proposed Scheme. Hence, on the basis of above Fair Share Exchange Ratio, if OCRPS of GIDL are issued to shareholders of GAL, then 15,918 OCRPS will be issued for every 40,000 equity shares of GAL. It is hereby clarified that either equity shares or OCRPS of GIDL can be issued against equity shares of GAL and not both.

Step 2: Subsequent amalgamation of GIDL into GIL and in consideration issuance of equity shares and OCRPS of GIL to equity shareholders and OCRPS holders of GIDL

The computation of Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio for subsequent amalgamation of GIDL into GIL is tabulated below:

Valuation Approach	GIDL		GIL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Market approach	22.30	50%	40.77	100%
Income approach	21.40	50%	39.08	0%
Asset approach	8.03	0%	13.89	0%
Relative value per share	21.85		40.77	
Exchange ratio for Proposed Amalgamation II	10,000 shares of GIL for 18,659 shares of GIDL			

Pursuant to Proposed Amalgamation II, the equity shares, OCRPS and CCDs of GIDL held by GIL shall stand cancelled. Further, based on the information shared, we understand that the OCRPS of GIL being issued to OCRPS holders of GIDL shall be issued with the same terms as those prescribed for OCRPS of GIDL. Thus, 10,000 OCRPS of GIL will be issued for every 18,659 OCRPS of GIDL.

BASIS OF FAIR SHARE EXCHANGE RATIO AND FAIR OCRPS EXCHANGE RATIO

The basis of the amalgamation of GAL into GIDL and subsequent amalgamation of GIDL into GIL would have to be determined after taking into consideration all the factors and methods mentioned hereinabove. For the purposes of recommending the Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio of equity shares it is necessary to arrive at a final value for each Valuation Subject. It is however important to note that in doing so, we are not attempting to arrive at the absolute equity values of the Valuation Subjects, but at their relative values to facilitate the determination of the Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio.

While we have provided our recommendation of the Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio. The final responsibility for the determination of the exchange ratio at which the Proposed Amalgamation shall take place will be with the Board of Directors of the respective Companies who should take into account other factors such as their own assessment of the Proposed Amalgamation and input of other advisors.

We have independently applied approaches / methods discussed in Approach to Valuation, as considered appropriate, and arrived at the relative value per equity share of the Companies. To arrive at the Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio for the Proposed Amalgamation, suitable minor adjustments / rounding off have been done.

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the following Fair Share Exchange Ratio and Fair OCRPS Exchange Ratio for the proposed amalgamation of GAL into GIDL and subsequent amalgamation of GIDL into GIL:

15,918 (Fifteen Thousand Nine Hundred Eighteen) equity shares of GIDL of INR 10/- each fully paid up for every 1,000 (One Thousand) equity shares of GAL of INR 10/- each fully paid up.

15,918 (Fifteen Thousand Nine Hundred Eighteen) OCRPS of GIDL of INR 400/- each fully paid up for every 40,000 (Forty Thousand) equity shares of GAL of INR 10/- each fully paid up.

10,000 (Ten Thousand) equity shares of GIL of INR 1/- each fully paid up for every 18,659 (Eighteen Thousand Six Hundred Fifty Nine) equity shares of GIDL of INR 10/- each fully paid up.

10,000 (Ten Thousand) OCRPS of GIL of INR 40/- each fully paid up for every 18,659 (Eighteen Thousand Six Hundred Fifty Nine) OCRPS of GIDL of INR 400/- each fully paid up.

Fractional shares if any, shall be treated keeping in mind the provisions given in the Proposed Scheme.

It should be noted that we have not examined any other matter including economic rationale for the Proposed Amalgamation per se or accounting, legal or tax matters involved in the Proposed Amalgamation.

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Respectfully submitted,
Ernst & Young Merchant Banking Services LLP
Registered Valuer
Registration No. IBBI/RV-E05/2021/155

Navin Vohra
Partner
EYMBS/RV/2023/048
Place: Mumbai
Date: 19 March 2023

Annexure I: Computation of Equity value per share of GIL using Market Price Method basis SEBI Formula (ICDR Regulations as amended from time to time)

Computation of Equity Value per share		**GIL**
		(Rs. In INR)
90 trading days' volume weighted average price (VWAP)	A	40.15
10 trading days' volume weighted average price (VWAP)	B	40.77
Higher of (A & B)		**40.77**
The Cut-off date considered for computing market price		17 March 2023

Table I: Share Trading Data from NSE for the relevant period is as under:

Date	**GIL**	
	Volume	Value
17-Mar-23	21,468,791	911,093,659
16-Mar-23	17,398,465	722,588,801
15-Mar-23	34,395,621	1,417,399,872
14-Mar-23	10,989,097	434,627,992
13-Mar-23	5,941,315	232,050,597
10-Mar-23	8,699,641	342,329,790
09-Mar-23	4,063,388	159,248,257
08-Mar-23	4,762,739	186,945,318
06-Mar-23	3,709,095	144,638,954
03-Mar-23	3,865,994	149,749,046
02-Mar-23	3,854,002	148,512,254
01-Mar-23	2,331,797	89,185,661
28-Feb-23	5,779,017	218,253,937
27-Feb-23	4,564,380	169,468,392
24-Feb-23	4,336,804	162,024,633
23-Feb-23	8,954,009	339,267,332
22-Feb-23	10,373,931	399,371,090
21-Feb-23	9,035,581	353,417,877
20-Feb-23	6,419,565	252,442,083
17-Feb-23	9,720,405	383,990,226
16-Feb-23	10,513,744	412,386,713
15-Feb-23	10,137,218	390,441,402
14-Feb-23	3,824,544	146,433,515
13-Feb-23	3,282,490	126,600,564
10-Feb-23	4,137,026	160,501,297
09-Feb-23	4,650,203	179,513,008
08-Feb-23	10,364,584	398,969,232
07-Feb-23	11,446,799	433,772,082
06-Feb-23	10,648,385	402,429,729
03-Feb-23	17,133,484	634,043,945
02-Feb-23	9,416,237	352,137,155

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01-Feb-23	12,266,304	469,477,030
31-Jan-23	6,037,935	229,610,390
30-Jan-23	7,717,632	284,670,863
27-Jan-23	21,890,672	812,621,597
25-Jan-23	8,963,391	349,837,177
24-Jan-23	4,482,402	179,533,297
23-Jan-23	5,300,712	212,163,850
20-Jan-23	5,824,125	233,378,501
19-Jan-23	3,580,608	144,323,893
18-Jan-23	4,451,416	180,017,087
17-Jan-23	5,134,556	206,431,978
16-Jan-23	4,563,216	185,371,226
13-Jan-23	20,821,760	850,064,985
12-Jan-23	7,557,886	305,543,136
11-Jan-23	14,329,791	579,314,353
10-Jan-23	8,725,686	352,755,212
09-Jan-23	21,414,107	864,385,743
06-Jan-23	12,696,901	510,885,183
05-Jan-23	8,074,807	324,214,210
04-Jan-23	10,825,925	434,084,719
03-Jan-23	6,138,079	250,858,873
02-Jan-23	15,383,996	623,179,193
30-Dec-22	9,135,104	363,524,420
29-Dec-22	22,903,405	904,326,917
28-Dec-22	7,510,693	293,472,804
27-Dec-22	10,690,052	415,831,455
26-Dec-22	8,868,913	341,453,388
23-Dec-22	15,566,348	596,196,049
22-Dec-22	11,818,673	474,815,018
21-Dec-22	10,930,509	455,105,057
20-Dec-22	10,389,812	440,417,763
19-Dec-22	14,673,777	620,351,101
16-Dec-22	13,833,563	578,512,104
15-Dec-22	11,356,770	486,921,229
14-Dec-22	14,894,126	647,880,051
13-Dec-22	7,876,925	341,675,583
12-Dec-22	9,936,989	427,544,008
09-Dec-22	13,292,760	574,253,527
08-Dec-22	14,371,642	628,551,282
07-Dec-22	15,698,962	674,581,450
06-Dec-22	16,304,243	710,262,196
05-Dec-22	16,381,267	706,933,046
02-Dec-22	14,471,407	622,723,343

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01-Dec-22	17,635,621	755,776,957
30-Nov-22	45,231,360	1,916,481,575
29-Nov-22	13,669,530	555,717,528
28-Nov-22	11,501,562	467,926,826
25-Nov-22	28,774,593	1,163,486,099
24-Nov-22	9,727,309	379,865,100
23-Nov-22	17,946,338	697,060,366
22-Nov-22	5,484,529	206,246,481
21-Nov-22	5,539,471	207,384,442
18-Nov-22	6,573,934	244,413,252
17-Nov-22	18,778,913	697,957,115
16-Nov-22	7,229,949	265,266,265
15-Nov-22	16,657,698	615,602,287
14-Nov-22	11,493,494	442,274,806
11-Nov-22	8,573,033	327,893,188
10-Nov-22	6,122,726	231,705,981
VWAP from 10 Nov 2022 to 17 Mar 2023		**40.15**
VWAP from 03 Mar 2023 to 17 Mar 2023		**40.77**

Note: VWAP is calculated as sum of values for relevant period divided by volume for the relevant period.

Annexure II: Computation of value per share of GIL

Valuation Approach	Notes	Value (INR mn)	Value per share (INR)	Weightage (%)
Market approach	Table II-1	291,447	40.77	100.0%
Income approach	Table II-2	279,352	39.08	0.0%
Asset approach	Table II-3	99,306	13.89	0.0%
Relative value per share		**291,447**	**40.77**	

As per SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017, in case of scheme of arrangement between listed and unlisted entities whereby shares of listed entity are being issued to shareholders of unlisted entity, then pricing provisions as SEBI ICDR regulations are to be followed.

SEBI ICDR regulations provides that equity shares of listed entity shall be allotted at the volume weighted average price (VWAP) during the preceding 90 trading days or preceding 10 trading days, whichever is higher.

Since the shares of GIL are listed on the stock exchanges and are frequently traded, we have considered market price method for the present exercise. Further in compliance with the SEBI circulars, we have arrived at a per share value of INR 40.77 for GIL considering relevant date to be 17 March 2023. Please refer Annexure – I for computation.

Table II-1: Computation of value per share of GIL as per Market approach

Particulars	Notes	Value (INR mn)
Equity value per share as per ICDR Rule	**1**	**40.77**
Number of equity shares on fully diluted basis (in mn)	2	7,148.4
Equity value of GIL		**291,447**

Notes:

1. Refer Annexure I for computation of Equity value per share of GIL as per ICDR Rule.
2. Includes impact of dilution for FCCB issued to KIA.

Table II-2: Computation of value per share of GIL as per Income approach

Particulars	Notes	Value (INR mn)
Fair value of investments of GIL	1	329,986
Add/(Less): Adjustments	2	(50,633)
Equity value of GIL		**279,352**
Number of equity shares on fully diluted basis (in mn)	3	7,148.4
GIL per share value (INR)		**39.08**

Notes:

1. Includes fair value of stake held in GAL along with other investments like mutual funds, raxa securities, etc.
2. Adjustments include impact for net debt of GIL (including probable outflow for contingent liability), net debt of GIDL and amount to be received for ratchet settlement.
3. Includes impact of dilution for FCCB issued to KIA.

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Table II-3: Computation of value per share of GIL as per Asset approach

Particulars	Notes	Value (INR mn)
Net worth of GIL	1	99,306
Number of equity shares on fully diluted basis (in mn)	2	7,148.4
GIL per share value (INR)		**13.89**

Notes:

1. Net worth of GIL based on standalone balance sheet position of GIL as at 31 December 2022.
2. Includes impact of dilution for FCCB issued to KIA.

Annexure III: Computation of value per share of GIDL

Valuation Approach	Notes	Value (INR mn)	Value per share (INR)	Weightage (%)
Market approach	Table III-1	92,286	22.30	50.0%
Income approach	Table III-2	88,544	21.40	50.0%
Asset approach	Table III-3	33,237	8.03	0.0%
Relative value per share		**90,415**	**21.85**	

Table III-1: Computation of value per share of GIDL as per Market approach

Particulars	Notes	Value (INR mn)
Equity value of GAL as per market approach	1	554,839
GIDL's stake in GAL	2	18.9%
Value of GIDL's stake in GAL		**104,905**
Less: Net debt in GIDL	3	(12,619)
Equity value of GIDL		**92,286**
Number of equity shares on fully diluted basis (in mn)	4	4,138.6
GIDL per share value (INR)		**22.30**

Notes:
1. Refer Table IV-1 for computation of GAL's implied market value.
2. Includes impact of dilution for GAL CCPS.
3. Net debt in GIDL based on balance sheet position of GIDL as at 31 December 2022.
4. Includes impact of conversion of CCDs.

Table III-2: Computation of value per share of GIDL as per Income approach

Particulars	Notes	Value (INR mn)
Equity value of GAL as per Income approach	1	535,049
GIDL's stake in GAL	2	18.9%
Value of GIDL's stake in GAL		**101,164**
Less: Net debt in GIDL	3	(12,619)
Equity value of GIDL		**88,544**
Number of equity shares on fully diluted basis (in mn)	4	4,138.6
GIDL per share value (INR)		**21.40**

Notes:
1. Refer Table IV-2 for computation of GAL's equity value as per Income approach.
2. Includes impact of dilution for GAL CCPS.
3. Net debt in GIDL based on balance sheet position of GIDL as at 31 December 2022.
4. Includes impact of conversion of CCDs.

Table III-3: Computation of value per share of GIDL as per Asset approach

Particulars	Notes	Value (INR mn)
Net worth of GIDL	1	33,237
Number of equity shares on fully diluted basis (in mn)	2	4,138.6
GIDL per share value (INR)		**8.03**

Notes:
1. Net worth of GIDL based on standalone balance sheet position of GIDL as at 31 December 2022.
2. Includes impact of conversion of CCDs.

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Annexure IV: Computation of value per share of GAL

Valuation Approach	Notes	Value (INR mn)	Value per share (INR)	Weightage (%)
Market approach	Table IV-1	554,839	354.11	50.0%
Income approach	Table IV-2	535,049	341.48	50.0%
Asset approach	Table IV-3	173,873	110.97	0.0%
Relative value per share		**544,944**	**347.80**	

Table IV-1: Computation of value per share of GAL as per Market approach

Particulars	Notes	Value (INR mn)
GIL market value	1	291,447
Add/(less): Adjustments	2	13,715
Implied value of GIL's stake in GAL		**305,162**
Stake held by GIL in GAL		55.0%
GAL implied value for 100.0% stake		**554,839**
Number of equity shares on fully diluted basis (in mn)	3	1,566.8
GAL per share value (INR)		**354.11**

Notes:

1. GIL's market value as computed in Annexure II.
2. Adjustments include impact for net debt of GIL (including probable outflow for contingent liability), net debt of GIDL, amount to be received for ratchet settlement and illiquidity discount.
3. Includes impact of dilution for CCPS.

Table IV-2: Computation of value per share of GAL as per Income approach

Particulars	Notes	Value (INR mn)
Value of GAL and its investments	1	577,235
Less: Net debt	2	(42,186)
Equity value of GAL		**535,049**
Number of equity shares on fully diluted basis (in mn)	3	1,566.8
GAL per share value (INR)		**341.48**

Notes:

1. Valuation of GAL Standalone business and its operating subsidiaries/joint ventures using DCF method and non-operating subsidiaries considering investment value/NAV method.
2. Net debt based on balance sheet position of GAL as at 31 December 2022.
3. Includes impact of dilution for CCPS.

Table IV-3: Computation of value per share of GAL as per Asset approach

Particulars	Notes	Value (INR mn)
Net worth of GAL	1	173,873
Number of equity shares on fully diluted basis (in mn)	2	1,566.8
GAL per share value (INR)		**110.97**

Notes:

1. Net worth of GAL based on standalone balance sheet position of GAL as at 31 December 2022.
2. Includes impact of dilution for CCPS.

Ernst & Young Merchant Banking Services LLP
IBBI/RV-E/05/2021/155

Morgan Stanley

March 19, 2023

Board of Directors

GMR Airports Infrastructure Limited

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Bandra Kurla Complex, Bandra (East), Mumbai, 400051

Morgan Stanley India
Company Private Limited
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Members of the Board:

We understand that GMR Airports Limited (the "**Transferor Company 1**"), GMR Infra Developers Ltd (the "**Transferor Company 2**") and GMR Airports Infrastructure Limited (the "**Transferee Company**") propose to enter into a composite scheme of amalgamation and arrangement substantially in the form of the draft dated 19 March, 2023 (the "**Scheme**"), which provides, among other things, (i) merger of Transferor Company 1 into Transferor Company 2 ("**Merger 1**"); and (ii) merger of Transferor Company 2 into Transferee Company ("**Merger 2**") (collectively referred to as "**Merger**").

Pursuant to Merger 1, the Transferor Company 2 will issue (i) 15,918 (Fifteen Thousand Nine Hundred and Eighteen) equity shares of face value INR 10 (Indian Rupees Ten) per share each credited as fully paid-up in the Transferor Company 2 for every 1,000 (One Thousand) fully paid-up equity shares of face value of INR 10 (Indian Rupees Ten) per share of the Transferor Company 1 ("**Share Exchange Ratio 1**"); and (ii) 15,918 (Fifteen Thousand Nine Hundred and Eighteen) optionally convertible redeemable preference shares of face value INR 400 (Indian Rupees Four Hundred) per share ("**OCRPS 1**") each credited as fully paid-up in the Transferor Company 2 for every 40,000 (Forty Thousand) fully paid-up equity shares of face value of INR 10 (Indian Rupees Ten) per share of the Transferor Company 1 ("**OCRPS Exchange Ratio 1**").

As per the terms of the Scheme, the Indian shareholders of Transferor Company 1 shall be issued equity shares and OCRPS 1 of Transferor Company 2 in lieu of their existing shareholding in Transferor Company 1, such that 91% (Ninety One percent) of the value of the securities being issued is in the form of equity shares of Transferor Company 2 and 9% (Nine percent) of the value of the securities being issued is in the form of OCRPS 1 of Transferor Company 2. Further, 100% (One Hundred percent) of the value of the securities issued to foreign shareholders in lieu of their existing shareholding in Transferor Company 1 shall be in the form of equity shares of Transferor Company 2.

Post completion of Merger 1, the Transferor Company 2 will merge into the Transferee Company pursuant to Merger 2. Pursuant to Merger 2, the Transferee Company will issue (i) 10,000 (Ten Thousand) equity shares of face value INR 1 (Indian Rupee One) per share (the "**Transferee Company Common Stock**") each credited as fully paid-up in the Transferee Company for every 18,659 (Eighteen Thousand Six Hundred and Fifty Nine) fully paid-up equity shares of face value of INR 10 (Indian Rupees Ten) per share of the Transferor Company 2 ("**Share Exchange Ratio 2**"); and (ii) 10,000 (Ten Thousand) optionally convertible redeemable preference shares of face value of INR 40 (Indian Rupees Forty) per share in the Transferee Company ("**OCRPS 2**") for every 18,659 (Eighteen Thousand Six Hundred and Fifty Nine) OCPRS 1 ("**OCRPS Exchange Ratio 2**"). Share Exchange Ratio 1, OCRPS Exchange Ratio 1, Share Exchange Ratio 2 and OCRPS Exchange Ratio 2 are hereinafter collectively referred to as "**Exchange Ratios**".

We understand that the Transferee Company has appointed Ernst & Young Merchant Banking Services LLP (Registration no.: IBBI/RV-E/05/2021/155) ("**EY**") as the registered valuer for the purposes of recommending the Exchange Ratios for the Merger. The Exchange Ratios have been recommended under the report dated March 19, 2023 provided by EY ("**Valuation Report**").

You have asked for our opinion as to whether the Exchange Ratios as recommended under the Valuation Report, are fair from a financial point of view to the Transferee Company. We were not asked to opine on and this opinion does not address any other aspects or implications related to the proposed Merger (including, without limitation, the form or structure thereof) or any other transactions. This opinion also does not address the relative merits of the Merger as compared to alternative transactions or strategies that might be available to the Transferee Company, nor does it address the underlying business decision or economic rationale of the Transferee Company to proceed with the Merger. This opinion should not be construed as a certification or opinion on the compliance of the Merger with the provisions of applicable laws or as regards any legal, accounting or taxation implications or issues arising from the Merger. This opinion should also not be construed as an offer or invitation or a solicitation of any offer or invitation for the sale or purchase of any securities, assets, business or undertaking of any entity or company specified herein.

For purposes of the opinion set forth herein, we have:

1) Reviewed certain publicly available financial statements and other business and financial information of the Transferor Company 1 and the Transferee Company, respectively;

2) Reviewed certain internal available financial statements of the Transferor Company 1, Transferor Company 2 and Transferee Company;

3) Reviewed certain internal financial and operating data concerning the Transferor Company 1 and the Transferee Company, respectively;

4) Reviewed certain financial projections for Transferor Company 1 and its underlying operating subsidiaries provided by the management;

5) Reviewed information relating to certain strategic, financial and operational benefits anticipated from the Merger, provided by the management;

6) Discussed the past and current operations and financial condition and the prospects of the Transferor Company 1 with senior executives of the Transferee Company;

7) Discussed the past and current operations and financial condition and the prospects of the Transferee Company with senior executives of the Transferee Company;

8) Reviewed the reported prices and trading activity for the Transferee Company Common Stock;

9) Compared the prices and trading activity of the Transferee Company Common Stock with that of certain other publicly-traded companies comparable with the Transferee Company, respectively, and their securities;

10) Reviewed the Valuation Report and held discussions with EY on the valuation methodologies adopted and the rationale for assumptions included in the Valuation Report;

11) Reviewed the Scheme;

12) Reviewed heads of terms including terms of Foreign Currency Convertible Bonds issued to Aéroports De Paris SA, terms of OCRPS 1;

13) Reviewed terms of Transferor Company 1 CCPS Settlement/ Ratchet Settlement;

14) Reviewed terms of Cebu airport transaction; and

15) Performed such other analysis and considered such other factors as we have deemed appropriate.

This opinion is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein. We have assumed and relied upon, without independent verification, the accuracy and completeness of the information that was publicly available or supplied or otherwise made available to us or discussed with us by the Transferor Company 1, the Transferor Company 2 and the Transferee Company, and formed a substantial basis for this opinion and have further relied upon the assurances of the management of the Transferee Company that they are not aware of any facts or circumstances that would make such information inaccurate or misleading. With respect to the financial projections and information relating to certain strategic, financial and operational benefits anticipated from the Merger, we have assumed that they have been reasonably prepared on basis reflecting the best currently available estimates and judgments of the management of the Transferee

Company of the future financial performance of the Transferor Company 1, the Transferor Company 2 and the Transferee Company. We have been given to understand that all information required by us and that was relevant for the purposes of our exercise has been disclosed to us. We have assumed that the management of the Transferee Company has drawn our attention to all pertinent information and matters relating to the Transferor Company 1, the Transferor Company 2 and the Transferee Company and otherwise which may have an impact on our opinion. The management of the Transferee Company has indicated to us that it has understood that any omissions, inaccuracies or misstatements in the information and documents shared with us may materially affect our fairness opinion.

In addition, we have assumed that the final version of the Scheme will not be materially different from the draft of the Scheme shared with us and the Merger will be consummated in accordance with the terms set forth in the Scheme without any waiver, amendment or delay of any terms or conditions. Morgan Stanley has assumed that in connection with the receipt of all the necessary governmental, regulatory or other approvals and consents required for the proposed Merger, no delays, limitations, conditions or restrictions will be imposed that would have a material adverse effect on the contemplated benefits expected to be derived in the proposed Merger. We are not legal, tax or regulatory advisors and have relied upon, without independent verification or due diligence, the assessment of the Transferee Company and its legal, tax and regulatory advisors with respect to legal, tax and regulatory matters. We have not undertaken an independent analysis of any potential or actual litigation, possible unasserted claims or regulatory action to which the Transferor Company 1, the Transferor Company 2 or the Transferee Company may be subject or by which they may be affected. We express no opinion with respect to the fairness of the amount or nature of the compensation to any of the directors or employees of any parties to the Merger, or any class of such persons, relative to the Exchange Ratios or as to the economic rationale of the Merger. We are expressing no opinion herein as to the price at which any securities of the Transferee Company will trade at any time. We have not undertaken any independent evaluation or appraisal of the assets or liabilities of the Transferor Company 1, the Transferor Company 2 or the Transferee Company, nor have we been furnished with any such evaluations/valuations or appraisals other than the Valuation Report, upon which we have relied without independent verification. We have not assumed any obligation to conduct any physical inspection of the assets, properties or facilities of the Transferor Company 1, the Transferor Company 2 or the Transferee Company. Our opinion is necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this opinion and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this opinion. Our opinion does not factor overall economic environment risk and other risks, and we have not assumed the risk of any material adverse change having an impact on the businesses of the Transferor Company 1, the Transferor Company 2 or the Transferee Company in arriving at this opinion.

We have acted as financial advisor to the Board of Directors of the Transferee Company solely in connection with this opinion and will receive a fee for rendering this opinion, which is payable upon delivery of this opinion. No portion of such fee is contingent on the conclusion contained in this opinion. The Transferee Company has agreed to indemnify us in connection with our engagement for this transaction. In the two years prior to the date hereof, we have provided financial advisory services in connection with certain proposed transactions involving the Transferor Company 1, the Transferor Company 2, the Transferee Company and their affiliates unrelated to the proposed Scheme and Merger, and were entitled to receive customary fees in connection with such services in accordance with the terms of engagement for the same. Morgan Stanley may also seek to provide such services to the Transferee Company and its affiliates in the future and expects to receive fees for the rendering of these services.

Please note that Morgan Stanley is a global financial services firm engaged in the securities, investment management and individual wealth management businesses. Our securities business is engaged in securities underwriting, trading and brokerage activities, foreign exchange, commodities and derivatives trading, prime brokerage, as well as providing investment banking, financing and financial advisory services. Morgan Stanley, its affiliates, directors and officers may at any time invest on a principal basis or manage funds that invest, hold long or short positions, finance positions, and may trade or otherwise structure and effect transactions, for their own account or the accounts of its customers, in debt or equity securities or loans of the Transferor Company 1, the Transferor

Company 2 and the Transferee Company, or any other company, or any currency or commodity, that may be involved in this transaction, or any related derivative instrument.

This opinion has been approved by a committee of Morgan Stanley investment banking and other professionals in accordance with our customary practice. This opinion is for the information of the Board of Directors of the Transferee Company only and may not be used for any other purpose without our prior written consent, except that a copy of this opinion may be, in its entirety, (i) included in any filing the Transferee Company is required to make with the Securities and Exchange Board of India ("**SEBI**"), BSE Limited or the National Stock Exchange of India Limited, the relevant bench of the NCLT and other regulatory or statutory authorities in connection with the Merger, if such inclusion is required by applicable law; (ii) disclosed on the website of the Transferee Company in accordance with the applicable SEBI circulars; and (iii) made part of the explanatory statement to be circulated to the shareholders and creditors of the Transferee Company. We owe responsibility only to the Board of Directors of the Transferee Company that has appointed us and to no other person. We do not take any responsibility for the unauthorized use of this opinion. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person including any fraudulent acts, misrepresentations or willful default on part of the client or companies, their directors, employees or agents. In addition, this opinion does not in any manner address the prices at which the Transferee Company Common Stock will trade following consummation of the Merger or at any time and Morgan Stanley expresses no opinion or recommendation as to how the shareholders or creditors of Transferee Company, the Transferor Company 1 and the Transferor Company 2 should vote at the meetings to be held in connection with the Merger. The final responsibility for the determination and approval of the Exchange Ratios will be with the Boards of Directors of the Transferor Company 1, the Transferor Company 2 and the Transferee Company who should take into account all relevant factors including their own assessment of the Scheme and inputs of other advisors.

Based on and subject to the foregoing, we are of the opinion on the date hereof that the Exchange Ratios pursuant to the Scheme are fair from a financial point of view to the Transferee Company.

Very truly yours,

MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED

MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED Mumbai

By:

Name: **Sachin Wagle**

Designation **Managing Director**

GAL GMR AIRPORTS LIMITED
GMR Airports Limited

GMR

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Annexure 14

1) Transferor Company 1 Shareholding Pattern as on March 19, 2023

Name of Equity Holder	No. of Equity Shares	% of Holding
AEROPORTS DE PARIS S.A.	35,37,83,144	25.15
GMR AIRPORTS INFRASTRUCTURE LIMITED	42,20,00,837	30.00
GMR INFRA SERVICES PRIVATE LTD	33,54,84,897	23.85
GMR INFRA DEVELOPERS LIMITED	29,54,00,588	21.00
RAJESH KUMAR ARORA*	1	0.00
ANKIT KUMAR BAROLIA*	1	0.00
G.R.K. BABU*	1	0.00
MADHVA B TERDAL*	1	0.00
Total	**1,40,66,69,470**	**100.00**
*Nominees of GMR Infra Services Private Limited		

CCPS A	No. of CCPS of Class A	Percentage Holding
GIL	27,20,77,162	99.47
GIDL	14,39,230	0.53
Total	**27,35,16,392**	**100**

Name of Class B CCPS Holder	No. of CCPS of Class B	Percentage Holding
GIL	5,05,32,525	99.47
GIDL	2,69,249	0.53
Total	**5,08,01,774**	**100**

Name of Class C CCPS Holder	No. of CCPS of Class C	Percentage Holding
GIL	4,21,10,437	99.47
GIDL	2,24,375	0.53
Total	**4,23,34,812**	**100**

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Name of Class D CCPS Holder	No. of CCPS of Class D	Percentage Holding
GIL	7,57,98,787	99.47
GIDL	4,03,874	0.53
Total	**7,62,02,661**	**100**

[Note:

Prior to **PART C** of the Scheme coming into effect, but subject to the receipt of the order from the Tribunal approving the Scheme, the Transferor 1 CCPS shall stand converted in the following manner:

(a) the Class B CCPS shall stand converted into 96,81,848 equity shares having a face value of INR 10 each of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1;

(b) the Class C CCPS shall stand converted into 80,68,207 equity shares having a face value of INR 10 each of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1;

(c) the Class D CCPS shall stand converted into 1,45,22,772 equity shares having a face value of INR 10 each of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1; and

(d) the Class A CCPS shall stand converted into 12,79,05,992 equity shares having a face value of INR 10 each of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1.]

2) Transferor Company 1 Shareholding Pattern post Conversion of CCPS

Name of Equity Holder	No. of Equity Shares	% of Holding
ADP	36,95,96,829	23.59
GIL	56,55,17,023	36.09
GISPL	33,54,84,901	21.41

GMR AIRPORTS LIMITED

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GIDL	29,62,49,536	18.91
Total	**1,56,68,48,289**	**100.00**

3) **Post effectiveness of Part C of the Scheme, Transferor Company 1 shall stand dissolved**

For and on behalf of GMR Airports Limited

Sushil Dudeja

Sushil Kumar
(Company Secretary)
ICSI M. No.: A19265

GMR AIRPORTS LIMITED

GMR Infra Developers Limited

CIN: U74999HR2017PLC113214
Registered Office: Unit no. 12,18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase – III, Gurugram – 122002, Haryana, India
Email Id: csd-group@gmrgroup.in
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Annexure 15

1) Transferor Company 2 Shareholding Pattern as on March 19, 2023

Name of Equity Holder	No. of Equity Shares	% of Holding
GMR AIRPORTS INFRASTRUCTURE LIMITED	49,994	100
DHRUVI SECURITIES LIMITED*	1	0.00
GMR AEROSTRUCTURE SERVICES LIMITED*	1	0.00
GMR CORPORATE AFFAIRS LIMITED*	1	0.00
GMR BUSINESS PROCESS AND SERVICES PRIVATE LIMITED*	1	0.00
MR. M.V. SRINIVAS*	1	0.00
MR. NARAYANA RAO K.*	1	0
Total	50,000	100
*Nominees of GMR Airports Infrastructure Limited **The company has also issued Compulsory Convertible Debentures (CCD) to GMR Airports Infrastucture Limited (GIL) which will be converted into 41385000 equity shares of GIDL before the effectiveness of the Scheme**		
Number of CCD issued to GIL	**41,385**	
	of Rs. 10,00,000/- each	

GMR INFRA DEVELOPERS LTD.

2) Transferor Company 2 Shareholding Pattern post conversion of CCD

Name of Equity Holder	No. of Equity Shares	% of Holding
GMR AIRPORTS INFRASTRUCTURE LIMITED	4,13,85,49,994	100
DHRUVI SECURITIES LIMITED*	1	0
GMR AEROSTRUCTURE SERVICES LIMITED*	1	0
GMR CORPORATE AFFAIRS LIMITED*	1	0
GMR BUSINESS PROCESS AND SERVICES PRIVATE LIMITED*	1	0
MR. M.V. SRINIVAS*	1	0
MR. NARAYANA RAO K.*	1	0
Total	**4,13,85,50,000**	**100**

*Nominees of GMR Airports Infrastructure Limited

3) Transferor Company 2 Shareholding Pattern upon the completion of PART C of this Scheme, and immediately prior to the Effective Date for PART D of this Scheme

EQUITY SHARES		
Name of Equity Holder	**No. of Equity Shares**	**% of Holding**
GIL	4,94,87,20,996	43.75
GISPL	48,06,22,377	4.25
ADP	5,88,32,42,308	52.00
TOTAL	**11,31,25,85,681**	**100.00**
OCRPS		
Name of OCRPS Holder	**No. of OCRPS**	**% of Holding**
GISPL	12,14,90,656	37.23
GIL	20,47,93,224	62.77
Total	**32,62,83,880**	**100.00**

GMR INFRA DEVELOPERS LTD.

4) Transferor Company 2 Shareholding Pattern on fully diluted basis

Name of Equity Holder	No. of Equity Shares	% of Holding
GIL		
Equity shares	4,94,87,20,996	20.31
OCRPS	8,19,17,28,960	33.62
GISPL		
Equity shares	48,06,22,377	1.97
OCRPS	4,85,96,26,240	19.95
ADP		
Equity shares	5,88,32,42,308	24.15
Total	24,36,39,40,881	100.00

5) Post Effectiveness of Part D of the Scheme, the Transferor Company 2 shall stand dissolved

For and on behalf of GMR Infra Developers Limited

Srinivas

M. V. Srinivas
(Director)
DIN-02477894

GMR INFRA DEVELOPERS LTD.

Annexure 16

1) Transferee Company Shareholding Pattern as on March 19, 2023

Name of Equity Holder	No. of Equity Shares	Percentage of Equity Shareholding (approx.)
PROMOTER & PROMOTER GROUP (GMR Group)	3,55,51,69,176	58.90
PUBLIC	2,48,07,76,099	41.10
TOTAL	**6,03,59,45,275**	**100**
Nature of securities	**No. of securities**	**% of holding**
FCCB issued to KIA	25 of USD 1,000,000 each	-

***The Company has issued 25 Foreign Currency Convertible Bonds (FCCBs) to Kuwait Investment Authority (KIA) which will be convertible into 1,11,24,16,667 equity shares of the Company and upon conversion, KIA will remain under the Public Category of Shareholders.**

Also, as on March 19, 2023, Company has approved issuance of 3,30,817 FCCB's to Groupe ADP, however, the same are yet to be issued.

The abovementioned FCCB's were issued on March 24, 2023 to Groupe ADP

2) Transferee Company Shareholding Pattern post conversion of KIA FCCB's

Name of Equity Holder	No. of Equity Shares	Percentage of Equity Shareholding (approx.)
PROMOTER & PROMOTER GROUP (GMR Group)	3,55,51,69,176	49.73
PUBLIC	3,59,31,92,765	50.27
TOTAL	**7,14,83,61,941**	**100.00**
Nature of securities	**No. of securities**	**% of holding**
FCCB issued to Groupe ADP	3,30,817 of Euro 1,000/- each	-

GMR Airports Infrastructure Limited

GMR

3) Transferee Company Shareholding Pattern upon the completion of PART D of this Scheme

Name of Shareholder	No. of equity shares	% of equity holding
Promoter and Promoter Group		
GMR Group	3,55,51,69,176	33.67
Groupe ADP	3,15,30,31,945	29.86
GISPL	25,75,82,066	2.44
Total (A)	**6,96,57,83,187**	**65.97**
Public		
Public	3,59,31,92,765	34.03
Total (B)	**3,59,31,92,765**	**34.03**
TOTAL EQUITY (A) + (B)	**10,55,89,75,952**	**100**
Nature of securities	**No. of securities**	**% of holding**
FCCBs and OCRPS		
FCCB – Groupe ADP	3,30,817	-
	(of EUR 1000 each)	
OCRPS – GISPL	6,51,11,022	2604440880
	(of INR 40 each)	

4) Transferee Company Shareholding Pattern upon the completion of PART D of this Scheme - Fully Diluted Basis

Name of Equity Holder	No. of Equity Shares	% of Holding
Promoter and Promoter Group		
Groupe ADP	3,15,30,31,945	22.79
GISPL	25,75,82,066	1.86
GISPL OCRPS (post conversion)	2,60,44,40,880	18.83
GMR Group	3,55,51,69,176	25.70
FCCB - Groupe ADP (post conversion)	67,06,00,981	4.85
Public		
Public	3,59,31,92,765	25.97
Total	**13,83,40,17,813**	**100**

For and On Behalf of GMR Airports Infrastructure Limited
(Formerly GMR Airports Limited)

T. Venkat Ramana
(Company Secretary and Compliance Officer)
ICSI M. No: 13979

GMR Airports Infrastructure Limited

EXPERIENCE THE NEW

DCS/AMAL/PB/R37/2856/2023-24 **August 1,2023**

The Company Secretary,
GMR Airports Infrastructure Ltd
Unit No. 12, 18th Floor, Tower A,
Building No. 5,
DLF Cyber City, DLF Phase- III,
Gurugram, Haryana, 122002

GMR Airports Limited
New Udaan Bhawan
Opp Terminal 3 IGI Airport Terminal 3
New Delhi -110037

Dear Sir,

Sub: Observation letter regarding the Composite Scheme of Amalgamation & Arrangement amongst GMR Airports Limited and GMR Infra Developers Limited and GMR Airports Infrastructure Limited and their respective shareholders and creditors

We are in receipt of the Composite Scheme of Amalgamation & Arrangement amongst GMR Airports Limited and GMR Infra Developers Limited and GMR Airports Infrastructure Ltd and their respective shareholders and creditors filed by GMR Airports Limited and GMR Airports Infrastructure Ltd as required under SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 and Regulation 94(2) of SEBI LODR Regulations 2015 along with SEBI/HO/DDHS/DDHS_Divi/P/CIR/2022/0000000103 dated July 29, 2022 (SEBI Circular) and Regulation 94A(2) SEBI (LODR) Regulations, 2015; SEBI vide its letter dated August 1,2023 has inter alia given the following comment(s) on the draft scheme of Amalgamation & Arrangement along with the comments received from RBI;

Sebi comments in accordance with Regulation 37(1) of Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021

a) **"The proposed composite Scheme of Amalgamation and Arrangement between GMR Airports Limited and GMR Infra Developers Limited and GMR Airports Infrastructure Ltd shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015"**

b) **"Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."**

c) **"Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**

d) **"The entities involved in the proposed scheme shall not make any changes in the draft scheme subsequent to filing the draft scheme with SEBI by the Stock Exchange(s), except those mandated by the regulators/ authorities/ tribunal"**

e) **"Company shall ensure compliance with the SEBI circulars issued from time to time. The entities involved in the Scheme shall duly comply with various provisions of the SEBI Master Circular dated November 23, 2021."**

f) **"Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."**

g) "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."

h) "Company is advised to disclose:

(i) Summary, major components and background of the scheme of arrangement as disclosed to by GAIL to SEBI vide email dated July 10, 2023.
(ii) The details of Assets & Liabilities which are being merged into GAIL.
(iii) Detailed working pertaining to reconciliation of share capital of GAL, GIDL and GAIL, pre and post-scheme.
(iv) Complete disclosure on shareholding of GAL, GIDL and GAIL on each stage of the scheme accounting for conversion of security instruments (CCPS, OCRPS, CCDs, FCCBs etc.) along with final shareholding on fully diluted basis.
(v) Terms of OCRPS being issued as a part of the scheme and the reasons for issuing OCRPS in addition to equity shares.
(vi) The impact of issuance of OCRPS and FCCBs (to KIA and ADP) on the public shareholders of GAIL.

as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, so that public shareholders can make an informed decision in the matter.

i) Company shall ensure that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.

j) "Company shall ensure that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.

k) "Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."

l) "Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."

m) "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT."

n) "Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."

o) "It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

<u>SEBI comments in accordance with Regulation 59A (1) of Master Circular No. SEBI/HO/DDHS/DDHS Div1/P/CIR/2022/0000000103 dated July 29,2022</u>

p) "The entities involved in the proposed scheme shall not provide any misstatement or furnish false information with regard to disclosures to be made in the draft scheme of

amalgamation as per the provisions of Chapter XII of the Operational Circular dated July 29,2022.

q) **"The listed entity involved in the proposed scheme shall include the information pertaining to the unlisted entity in the format specified in abridged prospectus as provided in Part B of Schedule I of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, in the notice or proposal to be sent to the holders of NCDs/NCRPS while seeking approval for the scheme. The accuracy and adequacy of such disclosures shall be certified by the SEBI registered Merchant Banker after following the due diligence process."**

r) **"The entities involved in the proposed scheme shall have compiled with the relevant provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Covenants of the Debenture Trust Deeds entered with the Debenture Trustee(s) any other relevant regulations and circulars.**

SEBI Comments considering comments of RBI.

Company shall disclose;

s) **"The fact that pursuant to merger of GAL into GAIL, the resultant entity's major source of income is non-financial in nature and it would have minuscule non-group exposure also while a CIC can have only group exposure. The company has submitted it plans to gradually increase exposure in non-group entities by investing in listed/ unlisted entities in airport related business viz. airport real estate, airport lounges, airport IT infrastructure, solar power assets etc. and become a pure play Airport company. The company has sought exemption from public notice as there is no transfer of ownership and it's a merger transaction**
as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, so that public shareholders can make an informed decision in the matter.

The listed entity involved in the proposed scheme shall disclose the No- Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

Prasad Bhide
Senior Manager

Marian Dsouza
Senior Manager

Pj

National Stock Exchange Of India Limited

Ref: NSE/LIST/35204_I August 02, 2023

The Company Secretary
GMR Airports Infrastructure Limited
New Udaan Bhawan, Opp. Terminal 3,
Indra Gandhi International Airport,
New Delhi - 110037

Kind Attn.: Mr. T. Venkat Ramana

Dear Sir,

Sub: Observation Letter for the draft Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited ("Transferor Company 1" or "GAL") and GMR Infra Developers Limited ("Transferor Company 2" or "GIDL") and GMR Airports Infrastructure Limited (formerly GMR Infrastructure Limited) ("Transferee Company" or "GIL") and their respective shareholders and creditors.

We are in receipt of the draft Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited ("Transferor Company 1" or "GAL") and GMR Infra Developers Limited ("Transferor Company 2" or "GIDL") and GMR Airports Infrastructure Limited (formerly GMR Infrastructure Limited) ("Transferee Company" or "GIL") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 vide application dated April 12, 2023.

Based on our letter reference no. NSE/LIST/35204 dated June 12, 2023, submitted to SEBI and pursuant to SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 (circular) dated November 23, 2021 and Regulation 94(2) of SEBI (LODR) Regulations 2015 along with SEBI Circular No. SEBI/HO/DDHS_Div1/P/CIR/2022/0000000103 dated July 29,2022 and Regulation 94 A(2) SEBI (LODR) Regulations, SEBI vide its letter dated August 01, 2023 has inter alia given the following comment(s) on the draft scheme of arrangement:

a. *Companies shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

b. *Company shall ensure to discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*

c. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter, is displayed on the websites of the listed Company and the Stock Exchanges.*

d. *Companies involved in the proposed scheme shall not make any changes in the draft scheme subsequent to filing the draft scheme with SEBI by the Stock Exchange(s), except those mandated by the regulators/ authorities/ tribunal.*

This Document is Digitally Signed

Signer: DIPTI VIPIL CHINCHKHEDE
Date: Wed, Aug 2, 2023 17:46:49 IST
Location: NSE

e. *The entities involved in the scheme shall duly comply with various provisions of the SEBI Master Circular dated November 23, 2021.*

f. *Company shall ensure that information pertaining to all the unlisted Companies involved in the scheme, shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*

g. *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*

h. *Stock Exchange shall advise the Company to disclose:*

   (i) *Summary, major components and background of the scheme of arrangement as disclosed to by GAIL to SEBI vide email dated July 10, 2023.*
   (ii) *The details of Assets & Liabilities which are being merged into GAIL.*
   (iii) *Detailed working pertaining to reconciliation of share capital of GAL, GIDL and GAIL, pre and post-scheme.*
   (iv) *Complete disclosure on shareholding of GAL, GIDL and GAIL on each stage of the scheme accounting for conversion of security instruments (CCPS, OCRPS, CCDs, FCCBs etc.) along with final shareholding on fully diluted basis.*
   (v) *Terms of OCRPS being issued as a part of the scheme and the reasons for issuing OCRPS in addition to equity shares.*
   (vi) *The impact of issuance of OCRPS and FCCBs (to KIA and ADP) on the public shareholders of GAIL.*

   as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, so that public shareholders can make an informed decision in the matter.

i. *The Company shall ensure that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the shareholders.*

j. *Company shall ensure that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.*

k. *Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*

l. *Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/ tribunals shall be made without specific written consent of SEBI.*

m. *Company shall ensure that the observations of SEBl/Stock exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*

This Document is Digitally Signed

Signer: DIPTI VIPIL CHINCHKHEDE
Date: Wed, Aug 2, 2023 17:46:49 IST
Location: NSE

n. *Company shall comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed Scheme.*

o. *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

p. *Company shall ensure that entities involved in the proposed scheme shall not provide any misstatement or furnish false information with regard to disclosures to be made in the draft scheme of amalgamation as per provisions of Chapter XII of the Operational Circular dated July 29, 2022.*

q. *Company shall include information pertaining to the unlisted entity in the format specified for abridged prospectus as provided in Part B of Schedule I of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, in the notice or proposal to be sent to the holders of NCDs/ NCRPS while seeking approval for the scheme. The accuracy and adequacy of such disclosures shall be certified by the SEBI registered merchant banker after following the due diligence process.*

r. *Company shall ensure that the entities involved in the proposed scheme have compiled with the relevant provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Covenants of the Debenture Trust Deeds entered with the Debenture Trustee(s) any other relevant regulations and circulars.*

s. *Company shall disclose the fact that pursuant to merger of GAL into GAIL, the resultant entity's major source of income is non-financial in nature and it would have minuscule non-group exposure also while a CIC can have only group exposure. The company has submitted it plans to gradually increase exposure in non-group entities by investing in listed/ unlisted entities in airport related business viz. airport real estate, airport lounges, airport IT infrastructure, solar power assets etc. and become a pure play Airport company. The company has sought exemption from public notice as there is no transfer of ownership and it's a merger transaction as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, so that public shareholders can make an informed decision in the matter.*

t. *Company shall ensure that the entity involved in the proposed scheme shall disclose the No Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

This Document is Digitally Signed

Signer: DIPTI VIPIL CHINCHKHEDE
Date: Wed, Aug 2, 2023 17:46:49 IST
Location: NSE

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from August 02, 2023, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Dipti Chinchkhede
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist

This Document is Digitally Signed

Signer: DIPTI VIPIL CHINCHKHEDE
Date: Wed, Aug 2, 2023 17:46:49 IST
Location: NSE

सत्यमेव जयते

Fair Competition
For Greater Good
भारतीय प्रतिस्पर्धा आयोग
10वीं मंजिल, ऑफिस ब्लाक, टावर-1
किदवई नगर (ईस्ट), नई दिल्ली - 110023

COMPETITION COMMISSION OF INDIA
10th Floor, Office Block, Tower-1
Kidwai Nagar (East), New Delhi – 110023

पंजीकरण सं./Regn. No.:**C-2023/03/1013 (Green Channel)** दिनांक/Dated: 24.03.2023

सेवा में/**To**

1. Aéroports de Paris S.A. (ADP),
   1 rue de France – 93290 Tremblay en France, France.

2. GMR Infra Services Private Limited,
   BCCL, Times Internet Building,
   Plot No. 391, Udyog Vihar,
   Phase-III Gurugram, Haryana – 122 016, India.

विषय: ग्रीन चैनल रूट के अंतर्गत दाखिलनोटिस की पावती
Subject: Acknowledgment of Notice filed under Green Channel Route.

उपरोक्त संदर्भ भारतीय प्रतिस्पर्धा आयोग (संयोजनों के संबंध में कारबार के संव्यवहार से संबंधित प्रक्रिया) विनियम, 2011 (**संयोजन विनियम**) के विनियम 5 एवं विनियम 5 क के साथ पठित, प्रतिस्पर्धा अधिनियम 2002 (अधिनियम) की धारा 6 की उप-धारा (2) के अंतर्गत दिनांक 24 March, 2023 को दाखिल नोटिस (पंजीकरण सं. सी-2023/03/1013) की ओर आकृष्ट किया जाता है।

Reference is invited to the notice (bearing Registration No. C-2023/03/1013) filed on 24 March, 2023 under sub-section (2) of Section 6 of the Competition Act,2002 (**Act**) read with regulations 5 and 5 A of the Competition Commission of India (Procedure in regard to the transactions of business relating to combinations) Regulations, 2011 (**Combination Regulations**).

उपरोक्त संयोजन जिसका संयोजन विनियम 5क के संदर्भ में नोटिस दाखिल किया गया है, को नोटिस दाखिल किये जाने पर उसे अनुमोदित एवं उसकी प्राप्ति सूचना समझा जाए।

The combination, in respect of which notice has been filed, in terms of Regulation 5 A of the Combination Regulations, shall be deemed to have been approved upon filing of the notice and acknowledgement thereof.

कृते सचिव/for Secretary 24/03/2023

भारतीय रिज़र्व बैंक
Reserve Bank of India
www.rbi.org.in

स्पीड पोस्ट से

प.वि.नदि.सं.S355 / एनडी-एसआई/05.08.000/2023-24 — 10 जुलाई 2023

The Managing Director
GMR Airports Limited
BCCL Times Internet Building
Second floor, Plot No 391
Udyog Vihar, Phase-III
Gurugram, Haryana - 122016

महोदय,

No Objection Certificate in respect of the proposed Composite Scheme of Amalgamation and Arrangement to be entered involving the company, GMR Infra Developers Ltd (GIDL) and GMR Airports Infrastructure Ltd (GIL)

कृपया उपर्युक्त विषय पर अपने दिनांक 10 May 2023 आवेदन का संदर्भ लें। इस विषय में सूचित किया जाता है कि GMR Infra Developers Ltd (GIDL) and GMR Airports Infrastructure Ltd (GIL) का आपकी कंपनी के साथ प्रस्तावित विलय पर बैंक को कोई आपत्ति नहीं है।	Please refer to your application dated May 10, 2023 on the captioned subject. In this connection, we advise that the Bank does not have any objection to the proposed scheme of amalgamation and arrangement to be entered involving the company, GMR Infra Developers Ltd (GIDL) and GMR Airports Infrastructure Ltd (GIL).
2. आपको यह सलाह दी जाती है कि अनुलग्नक में दिये गए नियमों और शर्तों का अनुपालन सुनिश्चित करें।	2. You are advised to ensure compliances of the terms and conditions as per the Annex.
3. कृपया पावती भेजें।	3. Please acknowledge receipt.

भवदीया

गीता

(गीता)
सहायक महाप्रबन्धक
संलग्नक: उपरोक्त

पर्यवेक्षण विभाग, 6, संसद मार्ग, नई दिल्ली 110 001
फोन -2371 4456, 2345 2429 फैक्स - 011-2375 2188 ईमेल-dnbsnewdelhi@rbi.org.in
Department of Supervision, 6, Sansad Marg, New Delhi-110 001
Phone – 2371 4456, 2345 2429 Fax - 011-2375 2188 e-mail: dnbsnewdelhi@rbi.org.in

Annex to letter no. प.वि.नदि.सं.S355 / एनडी-एसआई/05.08.000/2023-24 dated 10 जुलाई 2023

Terms and Conditions

For all purposes, Transferor and Transferee company is to be treated as:

GAL (NBFC-CIC)- Transferor Company 1

GMR Infra Developers Limited (GIDL)- Transferor Company

GMR Airports Infrastructure Ltd. (GIL) - Transferee Company (listed company)

a) All regulatory or other proceedings of like nature or cause of actions against the transferor company pending and/or arising, before, on, or after, the appointed date shall not abate or be discontinued or be in any way prejudicially affected by reason of anything contained in this scheme but shall be initiated, continued and enforced by or against the transferee company in the manner and to the same extent as would or might have been initiated, continued and enforced against the transferor company without any further act, instrument, deed, matter or thing being made, done or executed. The transferee company will have all such regulatory or other proceedings initiated by or against the transferor company referred to in this clause, transferred in its name and to have the same continued, prosecuted and enforced by or against the transferee company, to the exclusion of the transferor company. ***The Scheme of Arrangement shall include this clause.***

b) Surrender of Original CoR of GMR Airports Ltd. for cancellation upon merger within 15 days of effective date of NCLT Order

c) Copy of NCLT order approving Composite Scheme of Merger & Arrangement within 15 days of effective date of NCLT Order

d) Amalgamated audited financials of resultant entity within 30 days of effective date of NCLT Order

e) As the transferee company is a listed company, the company shall also adhere to other applicable regulatory/ statutory/ legal provisions in this regard

f) Further, it is added that "In terms of Section 45-IA of the Reserve Bank of India Act 1934, no company can commence or carry on the business of Non-Banking Financial Company without obtaining a Certificate of Registration (CoR) from RBI. Undertaking NBFI *business without obtaining Certificate of Registration attracts the penal provisions of Section 58-B (4-A) of the Act, which read as under:*

"If any person contravenes the provisions of sub-section (1) of Section 45-IA, he shall be punishable with imprisonment for a term which shall not be less than one year but which may extend to five and fine which shall not be less than one lakh rupees, but which may extend to five lakh rupees."

भारतीय रिज़र्व बैंक, नई दिल्ली
पर्यवेक्षण विभाग
Deptt. of Supervision
Reserve Bank of India, New Delhi

GAL GMR AIRPORTS LIMITED
GMR Airports Limited

GMR
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

August 07, 2023

To,
Department of Supervision
Reserve Bank of India,
6, Sansad Marg
New Delhi- 110001

Kind Attn: Mr. Lalit Kumar Choudhary

Dear Sir,

Sub:- Status update on NoC in respect of the proposed Composite Scheme of Amalgamation and Arrangement to be entered involving the GMR Airports Limited, GMR Infra Developers Limited and GMR Airports Infrastructure Limited

Ref: 1. Application dated May 10, 2023, filed by GMR Airports Limited with the Regional Office of the RBI, Sansad Marg, New Delhi
2. Your Letter no. S355/ND-SI/05.08.000/2023-24 dated July 10, 2023 granting NoC for the aforesaid proposed Merger
3 Your e-mail dated July 31, 2023 seeking status update

At the outset, we thank you for providing No Objection Certificate dated July 10, 2023 ("RBI NoC") in respect of the proposed Composite Scheme of Amalgamation and Arrangement to be entered involving the GMR Airports Limited ("GAL"), GMR Infra Developers Limited ("GIDL") and GMR Airports Infrastructure Limited ("GIL") ("Scheme").

With respect to the above we would like to inform you that GAL has on August 1, 2023 received NoC from the BSE Limited, where it is listed, for the proposed Scheme. Further GIL had received the NoC from the stock exchanges namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on August 1, 2023 and August 2, 2023 respectively. Copies of the no-objection/observation letters received from the BSE and NSE are annexed herewith as Annexure-1 for your reference.

GIL, GIDL and GAL will file the Scheme with the National Company Law Tribunal, Chandigarh ("NCLT") shortly.

Further, pursuant to the RBI NoC, we have been advised to ensure compliance of the terms and conditions ("Terms") mentioned in the Annexure to the RBI NoC.

GMR AIRPORTS LIMITED

Regd. Office:
TEC Cybercity, Level 18, DLF Cybercity,
Building No. 5, Phase - III,
Gurugram Gurgaon Haryana 122002
Tel: 0124-6637777

In this regard we would like to submit that the Terms mentioned at S.No. (b) to (d) need to be complied with, post effectiveness of the Scheme as per the timeline mentioned in the RBI NoC. Accordingly, we will keep you informed of the same, once the Scheme becomes effective.

The Terms mentioned at S.No. (e) and (f) of the RBI NoC have also been noted.

With respect to Terms mentioned at S. No. (a) of the RBI NoC, regarding appropriate provision in the *Scheme for continuance of existing legal proceedings of GAL, post the Scheme implementation also*, we would like to submit that the draft Scheme, as submitted to your good office, already provides for the said continuance of existing legal proceedings of GAL. We draw your kind attention to Clause 5.2.8 of Part C of the Scheme which deals with the said requirement. The extract of the Clause 5.2.8 is annexed herewith as Annexure-2 for your reference.

We request you to take note of the above.

Thanks & Regards
For GMR Airports Limited

Sushil Dudeja
Company Secretary

Cc: GMR Airports Infrastructure Limited

[Encl. As above.]

EXPERIENCE THE NEW

DCS/AMAL/PB/R37/2856/2023-24

August 1,2023

The Company Secretary,
GMR Airports Infrastructure Ltd
Unit No. 12, 18th Floor, Tower A,
Building No. 5,
DLF Cyber City, DLF Phase- III,
Gurugram, Haryana, 122002

GMR Airports Limited
New Udaan Bhawan
Opp Terminal 3 IGI Airport Terminal 3
New Delhi -110037

Dear Sir,

Sub: Observation letter regarding the Composite Scheme of Amalgamation & Arrangement amongst GMR Airports Limited and GMR Infra Developers Limited and GMR Airports Infrastructure Limited and their respective shareholders and creditors

We are in receipt of the Composite Scheme of Amalgamation & Arrangement amongst GMR Airports Limited and GMR Infra Developers Limited and GMR Airports Infrastructure Ltd and their respective shareholders and creditors filed by GMR Airports Limited and GMR Airports Infrastructure Ltd as required under SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 and Regulation 94(2) of SEBI LODR Regulations 2015 along with SEBI/HO/DDHS/DDHS_Divl/P/CIR/2022/0000000103 dated July 29, 2022 (SEBI Circular) and Regulation 94A(2) SEBI (LODR) Regulations, 2015; SEBI vide its letter dated August 1,2023 has inter alia given the following comment(s) on the draft scheme of Amalgamation & Arrangement along with the comments received from RBI;

Sebi comments in accordance with Regulation 37(1) of Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021

a) **"The proposed composite Scheme of Amalgamation and Arrangement between GMR Airports Limited and GMR Infra Developers Limited and GMR Airports Infrastructure Ltd shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015"**

b) **"Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."**

c) **"Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**

d) **"The entities involved in the proposed scheme shall not make any changes in the draft scheme subsequent to filing the draft scheme with SEBI by the Stock Exchange(s), except those mandated by the regulators/ authorities/ tribunal"**

e) **"Company shall ensure compliance with the SEBI circulars issued from time to time. The entities involved in the Scheme shall duly comply with various provisions of the SEBI Master Circular dated November 23, 2021."**

f) **"Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."**

g) "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."

h) "Company is advised to disclose:

(i) Summary, major components and background of the scheme of arrangement as disclosed to by GAIL to SEBI vide email dated July 10, 2023.
(ii) The details of Assets & Liabilities which are being merged into GAIL.
(iii) Detailed working pertaining to reconciliation of share capital of GAL, GIDL and GAIL, pre and post-scheme.
(iv) Complete disclosure on shareholding of GAL, GIDL and GAIL on each stage of the scheme accounting for conversion of security instruments (CCPS, OCRPS, CCDs, FCCBs etc.) along with final shareholding on fully diluted basis.
(v) Terms of OCRPS being issued as a part of the scheme and the reasons for issuing OCRPS in addition to equity shares.
(vi) The impact of issuance of OCRPS and FCCBs (to KIA and ADP) on the public shareholders of GAIL.

as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, so that public shareholders can make an informed decision in the matter.

i) Company shall ensure that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.

j) "Company shall ensure that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.

k) "Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."

l) "Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."

m) "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT."

n) "Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."

o) "It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

<u>SEBI comments in accordance with Regulation 59A (1) of Master Circular No. SEBI/HO/DDHS/DDHS Div1/P/CIR/2022/0000000103 dated July 29,2022</u>

p) "The entities involved in the proposed scheme shall not provide any misstatement or furnish false information with regard to disclosures to be made in the draft scheme of

Pz

amalgamation as per the provisions of Chapter XII of the Operational Circular dated July 29,2022.

q) **"The listed entity involved in the proposed scheme shall include the information pertaining to the unlisted entity in the format specified in abridged prospectus as provided in Part B of Schedule I of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, in the notice or proposal to be sent to the holders of NCDs/NCRPS while seeking approval for the scheme. The accuracy and adequacy of such disclosures shall be certified by the SEBI registered Merchant Banker after following the due diligence process."**

r) **"The entities involved in the proposed scheme shall have compiled with the relevant provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Covenants of the Debenture Trust Deeds entered with the Debenture Trustee(s) any other relevant regulations and circulars.**

<u>SEBI Comments considering comments of RBI.</u>

Company shall disclose;

s) **"The fact that pursuant to merger of GAL into GAIL, the resultant entity's major source of income is non-financial in nature and it would have minuscule non-group exposure also while a CIC can have only group exposure. The company has submitted it plans to gradually increase exposure in non-group entities by investing in listed/ unlisted entities in airport related business viz. airport real estate, airport lounges, airport IT infrastructure, solar power assets etc. and become a pure play Airport company. The company has sought exemption from public notice as there is no transfer of ownership and it's a merger transaction**
as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, so that public shareholders can make an informed decision in the matter.

The listed entity involved in the proposed scheme shall disclose the No- Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

Prasad Bhide
Senior Manager

Marian Dsouza
Senior Manager

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Ref: NSE/LIST/35204_I

August 02, 2023

The Company Secretary
GMR Airports Infrastructure Limited
New Udaan Bhawan, Opp. Terminal 3,
Indra Gandhi International Airport,
New Delhi - 110037

Kind Attn.: Mr. T. Venkat Ramana

Dear Sir,

Sub: Observation Letter for the draft Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited ("Transferor Company 1" or "GAL") and GMR Infra Developers Limited ("Transferor Company 2" or "GIDL") and GMR Airports Infrastructure Limited (formerly GMR Infrastructure Limited) ("Transferee Company" or "GIL") and their respective shareholders and creditors.

We are in receipt of the draft Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited ("Transferor Company 1" or "GAL") and GMR Infra Developers Limited ("Transferor Company 2" or "GIDL") and GMR Airports Infrastructure Limited (formerly GMR Infrastructure Limited) ("Transferee Company" or "GIL") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 vide application dated April 12, 2023.

Based on our letter reference no. NSE/LIST/35204 dated June 12, 2023, submitted to SEBI and pursuant to SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 (circular) dated November 23, 2021 and Regulation 94(2) of SEBI (LODR) Regulations 2015 along with SEBI Circular No. SEBI/HO/DDHS_Div1/P/CIR/2022/0000000103 dated July 29,2022 and Regulation 94 A(2) SEBI (LODR) Regulations, SEBI vide its letter dated August 01, 2023 has inter alia given the following comment(s) on the draft scheme of arrangement:

a. *Companies shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

b. *Company shall ensure to discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*

c. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter, is displayed on the websites of the listed Company and the Stock Exchanges.*

d. *Companies involved in the proposed scheme shall not make any changes in the draft scheme subsequent to filing the draft scheme with SEBI by the Stock Exchange(s), except those mandated by the regulators/ authorities/ tribunal.*

This Document is Digitally Signed

Signer: DIPTI VIPIL CHINCHKHEDE
Date: Wed, Aug 2, 2023 17:46:49 IST
Location: NSE

e. *The entities involved in the scheme shall duly comply with various provisions of the SEBI Master Circular dated November 23, 2021.*

f. *Company shall ensure that information pertaining to all the unlisted Companies involved in the scheme, shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*

g. *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*

h. *Stock Exchange shall advise the Company to disclose:*

(i) *Summary, major components and background of the scheme of arrangement as disclosed to by GAIL to SEBI vide email dated July 10, 2023.*

(ii) *The details of Assets & Liabilities which are being merged into GAIL.*

(iii) *Detailed working pertaining to reconciliation of share capital of GAL, GIDL and GAIL, pre and post-scheme.*

(iv) *Complete disclosure on shareholding of GAL, GIDL and GAIL on each stage of the scheme accounting for conversion of security instruments (CCPS, OCRPS, CCDs, FCCBs etc.) along with final shareholding on fully diluted basis.*

(v) *Terms of OCRPS being issued as a part of the scheme and the reasons for issuing OCRPS in addition to equity shares.*

(vi) *The impact of issuance of OCRPS and FCCBs (to KIA and ADP) on the public shareholders of GAIL.*

as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, so that public shareholders can make an informed decision in the matter.

i. *The Company shall ensure that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the shareholders.*

j. *Company shall ensure that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.*

k. *Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*

l. *Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/ tribunals shall be made without specific written consent of SEBI.*

m. *Company shall ensure that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*

This Document is Digitally Signed

NSE

Signer: DIPTI VIPIL CHINCHKHEDE
Date: Wed, Aug 2, 2023 17:46:49 IST
Location: NSE

n. *Company shall comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed Scheme.*

o. *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

p. *Company shall ensure that entities involved in the proposed scheme shall not provide any misstatement or furnish false information with regard to disclosures to be made in the draft scheme of amalgamation as per provisions of Chapter XII of the Operational Circular dated July 29, 2022.*

q. *Company shall include information pertaining to the unlisted entity in the format specified for abridged prospectus as provided in Part B of Schedule I of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, in the notice or proposal to be sent to the holders of NCDs/ NCRPS while seeking approval for the scheme. The accuracy and adequacy of such disclosures shall be certified by the SEBI registered merchant banker after following the due diligence process.*

r. *Company shall ensure that the entities involved in the proposed scheme have compiled with the relevant provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Covenants of the Debenture Trust Deeds entered with the Debenture Trustee(s) any other relevant regulations and circulars.*

s. *Company shall disclose the fact that pursuant to merger of GAL into GAIL, the resultant entity's major source of income is non-financial in nature and it would have minuscule non-group exposure also while a CIC can have only group exposure. The company has submitted it plans to gradually increase exposure in non-group entities by investing in listed/ unlisted entities in airport related business viz. airport real estate, airport lounges, airport IT infrastructure, solar power assets etc. and become a pure play Airport company. The company has sought exemption from public notice as there is no transfer of ownership and it's a merger transaction as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, so that public shareholders can make an informed decision in the matter.*

t. *Company shall ensure that the entity involved in the proposed scheme shall disclose the No Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

This Document is Digitally Signed

NSE

Signer: DIPTI VIPIL CHINCHKHEDE
Date: Wed, Aug 2, 2023 17:46:49 IST
Location: NSE

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from August 02, 2023, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Dipti Chinchkhede
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist

This Document is Digitally Signed

NSE

Signer: DIPTI VIPIL CHINCHKHEDE
Date: Wed, Aug 2, 2023 17:46:49 IST
Location: NSE

ANNEXURE-2

EXTRACT OF CLAUSE 5.2.8 OF PART 'C' OF THE SCHEME

5.2.8 Legal Proceedings

(a) The Transferor Company 2 shall bear the burden and the benefits of all Proceedings filed by or against the Transferor Company 1 pending and/or arising on or before the Effective Date. Upon the Scheme coming into effect on the Effective Date, if any Proceedings in respect of Transferor Company 1 are pending or which may be instituted at any time in the future, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of the amalgamation of the Transferor Company 1 with the Transferor Company 2 or of anything contained in this Scheme and may be continued, prosecuted and enforced by or against the Transferor Company 2 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company 1, by operation of law pursuant to the order of the Tribunal sanctioning the Scheme, without any further act, instrument or deed of the Transferor Company 1 or the Transferor Company 2.

(b) The Transferor Company 2 undertakes to have such Proceedings relating to or in connection with the Transferor Company 1, initiated by or against the Transferor Company 1, transferred in its name as soon as possible and to have the same continued, prosecuted and enforced by or against the Transferor Company 2. The Transferor Company 2 also undertakes to pay all amounts including interest, penalties, damages, etc., which the Transferor Company 1 may be called upon to pay or secure in respect of any liability or obligation relating to the Transferor Company 1 for the period from the Appointed Date up to the Effective Date and any costs incurred by the Transferor Company 1 in respect of such Transferor 1 Proceedings started by or against it relatable to the period from the Appointed Date up to the Effective Date, upon submission of necessary evidence by the Transferor Company 1 to the Transferor Company 2 for making such payment. Following the Effective Date, the Transferor Company 2 may initiate any legal proceeding for and on behalf of the Transferor Company 1.

GMR AIRPORTS LIMITED

Proforma statement of assets and liabilites as at June 30, 2023

Rs. in crore

Particulars	Pre-merger		
	GMR Airports Limited (GAL)	GMR Infra Developers Limited (GIDL)	GMR Airports Infrastructure Limited (GIL)
Assets			
Non-current assets			
Property, plant and equipment	6.29	-	1.46
Capital work-in-progress	55.65	-	-
Right of use assets	8.56	-	25.31
Financial assets			
Investments	47,208.10	11,466.09	27,622.48
Loans	320.00	462.10	2,999.32
Other financial assets	60.26	-	-
Income tax assets (net)	23.60	0.83	5.81
Deferred tax assets (net)	105.50	-	-
Other non-current assets	19.71	-	1.24
Total non-current assets	**47,807.67**	**11,929.02**	**30,655.62**
Current assets			
Financial assets			
Investments	220.07	1.02	3.59
Trade receivables	41.21	2.88	33.81
Loans	216.00	0.32	-
Cash and cash equivalents	0.30	0.05	299.89
Bank balances other than cash and cash equivalents	103.89	-	5.01
Other financial assets	131.52	86.91	131.45
Other current assets	57.61	1.40	17.92
Total current assets	**770.60**	**92.58**	**491.67**
Total assets	**48,578.27**	**12,021.60**	**31,147.29**
Equity and liabilities			
Equity			
Equity share capital	1,406.67	0.05	603.59
Other equity	33,410.76	8,540.99	21,842.61
Total equity	**34,817.43**	**8,541.04**	**22,446.20**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	1,524.87	1,932.67	2,901.22
Lease liabilities	8.07	-	19.44
Other financial liabilities	317.82	32.46	132.03
Deferred tax liabilities (net)	9,198.74	1,511.72	5,207.53
Other non-current liabilities	20.70	-	-
Provisions	4.43	-	1.11
Total non-current liabilities	**11,074.63**	**3,476.85**	**8,261.33**
Current liabilities			
Financial liabilities			
Borrowings	1,812.52	-	41.78
Lease liabilities	0.78	-	7.90
Trade payables	53.32	2.38	14.53
Other financial liabilities	788.13	-	349.59
Other current liabilities	19.12	0.05	25.93
Provisions	12.34	1.28	0.03
Total current liabilities	**2,686.21**	**3.71**	**439.76**
Total liabilities	**13,760.84**	**3,480.56**	**8,701.09**
Total equity and liabilities	**48,578.27**	**12,021.60**	**31,147.29**

Proforma statement of assets and liabilites as at June 30, 2023 **Rs. in crore**

Particulars	Post merger GMR Airports Infrastructure Limited (GIL)
Assets	
Non-current assets	
Property, plant and equipment	7.75
Capital work-in-progress	55.65
Right of use assets	33.87
Financial assets	
Investments	47,587.94
Loans	1,590.10
Other financial assets	60.26
Income tax assets (net)	30.24
Deferred tax assets (net)	105.50
Other non-current assets	20.95
Total non-current assets	**49,492.26**
Current assets	
Financial assets	
Investments	224.69
Trade receivables	77.90
Loans	216.32
Cash and cash equivalents	300.24
Bank balances other than cash and cash equivalents	108.90
Other financial assets	268.08
Other current assets	76.93
Total current assets	**1,273.06**
Total assets	**50,765.32**
Equity and liabilities	
Equity	
Equity share capital	1,055.89
Other equity	33,396.24
Total equity	**34,452.13**
Liabilities	
Non-current liabilities	
Financial liabilities	
Borrowings	3966.13
Lease liabilities	27.51
Other financial liabilities	482.08
Deferred tax liabilities (net)	9205.95
Other non-current liabilities	20.70
Provisions	5.54
Total non-current liabilities	**13,707.91**
Current liabilities	
Financial liabilities	
Borrowings	1,854.30
Lease liabilities	8.68
Trade payables	68.19
Other financial liabilities	615.35
Other current liabilities	45.11
Provisions	13.65
Total current liabilities	**2,605.28**
Total liabilities	**16,313.19**
Total equity and liabilities	**50,765.32**

DISCLOSURE DOCUMENT COMPRISING OF APPLICABLE INFORMATION PERTAINING TO GMR AIRPORTS LIMITED IN THE FORMAT PRESCRIBED FOR ABRIDGED PROSPECTUS AS PROVIDED IN PART E OF SCHEDULE VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2018, READ WITH THE SEBI CIRCULAR NO. SEBI/HO/CFD/SSEP/CIR/2022/14 DATED FEBRUARY 4, 2022, TO THE EXTENT APPLICABLE

This abridged prospectus ("Document") contains salient features of business of GMR Airports Limited and Composite Scheme of Amalgamation and Arrangement between GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("Transferee Company") and GMR Airports Limited (Transferor Company 1" or "Company")) and GMR Infra Developers Limited ("Transferor Company 2") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme") Read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. *This Abridged Prospectus has been prepared in terms of the* requirements specified in SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time and Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI") relating to the Scheme.

This Document should be read together with the Scheme, approved by the Board of Directors of GMR Airports Infrastructure Limited vide resolution dated March 19, 2023. The shareholders are advised to retain a copy of this Document for their future reference.

You may download the Scheme from the website of Transferee Company (www.gmrgroup.in/gil) and Stock Exchanges where the equity shares of Transferee Company are listed, that is, National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") ("Stock Exchanges"), *i.e.* www.nseindia.com and www.bseindia.com.

THIS ABRIDGED PROSPECTUS CONTAINS 21 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.
FOR PRIVATE CIRCULA TION TO THE SHAREHOLDERS OF GMR AIRPORTS INFRASTRUCTURE LIMITED ONLY

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS DOCUMENT. HOWEVER, EQUITY SHARES AND OPTIONALLY CONVERTIBLE PREFERENCE SHARES OF TRANSFEROR COMPANY 2 WOULD BE ISSUED TO THE SHAREHOLDERS OF TRANSFEROR COMPANY 1 PURSUANT TO THE PART C OF THE SCHEME.

(Terms not defined herein shall have their meaning ascribed to them under the Scheme)

GMR Airports Limited

CIN: U65999HR1992PLC101718, **Date of incorporation**: GMR Airports Limited was incorporated on February 06, 1992 under the provisions of the Companies Act, 1956 and is registered with the Registrar of Companies, Delhi.)

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
TEC Cybercity, Level 18, DLF Cyber City, Building No. 5, Tower A, Phase - III, DLF QE Gurugram Haryana 122002	New Udaan Bhawan, Terminal 3, Opp: ATC Complex International Terminal, I.G.I. Airport New Delhi 110037	Sushil Kumar Dudeja	Tel: +91 11 4719 7318 E-mail: gal.secretarial@gmrgroup.in	www.gmrgroup.in

NAMES OF THE PRESENT PROMOTERS OF THE COMPANY – GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)

Details of Offer to Public

Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size (by no. of shares or by amount in Rs)	Issue Under 6(1)/ 6(2)	Share Reservation		
					QIB	NII	RII
NA*							

* Not Applicable since there is no public issue of shares and the shares and OCRPS are being issued pursuant to the Scheme

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (*upto a maximum of 10 selling shareholders)*

Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity	Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity
NA*							

* Not Applicable since there is no public issue of shares and the shares and OCRPS are being issued pursuant to the Scheme

Price Band, Minimum Bid Lot & Indicative Timelines	
Price Band*	NA*
Minimum Bid Lot Size	NA*
Bid/Offer Open On	NA*
Bid/Closes Open On	NA*
Finalisation of Basis of Allotment	NA*
Initiation of Refunds	NA*
Credit of Equity Shares to Demat accounts of Allottees	NA*
Commencement of trading of Equity Shares	NA*

* Not Applicable since there is no public issue of shares and the shares and OCRPS are being issued pursuant to the Scheme

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price Lowest Price-Highest Price (in Rs.)
Trailing Eighteen Month from the date of RHP	NA*	NA*	NA*

* *Not Applicable since there is no public issue of shares and the shares and OCRPS are being issued* pursuant to the Scheme

Risks in Relation to the First Offer
Not applicable (since there is no invitation to public for subscription by way of this Abridged Prospectus).

DETAILS OF THE SCHEME, LISTING AND PROCEDURE

Objective of the Scheme

The Scheme provides Amalgamation and consolidation of the business of Transferor Company 1 into and with Transferor Company 2 and Transferor Company 2 (upon the effectiveness of the provisions of PART C of the Scheme) into and with the Transferee Company pursuant to sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 ("**the Act**") and rules made thereunder.

Rationale for Amalgamation of Transferor Companies with the Transferee Company

The rationale for, and the benefits of, the amalgamation of the Transferor Company 1 and the Transferor Company 2, into and with the Transferee Company, are *inter alia* as follows:

(a) consolidation of the business of the Parties, leading to synergies of operations and resulting in the expansion and long-term sustainable growth of such Parties' business, which will create greater value for the Resultant Entity;

(b) streamlining the corporate organizational structure of the Parties by reducing the number of legal entities involved in the business, and by reducing the number of layers of legal entities. This would provide several benefits, including enhanced managerial focus in a single amalgamated entity (being the Resultant Entity), seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances, costs rationalization and enhancement of the efficiency and control of the Parties, as well as improving the mechanisms for upstreaming of free cashflows and shareholder returns. This, in turn, will also assist shareholders and investors in better understanding and evaluating the structure and strength of the operations of the Parties, with the Resultant Entity also being more attractive to investors looking to invest in the airports sector;

(c) ensuring a stronger and wider capital and financial base for the Resultant Entity, along with greater access to capital, the reduction of cost of capital, and efficient and optimal utilisation of cash resources of the Parties, and thereby facilitating future growth and expansion;

(d) bringing about greater integration, operational and organisational rationalisation and effective utilisation of the combined resources of the Parties to enhance the operational efficiency of the Resultant Entity; and

(e) enabling greater economies of scale and reduction in/avoiding duplication of overheads, administrative, managerial and other common costs, and adoption of an integrated approach to internal policies, including those pertaining to remuneration, employee benefits, workplace rules and policies.

Consideration of amalgamation

Upon the Scheme becoming effective, Transferor Company 1 will amalgamate into Transferor Company 2 and Merged Transferor Company 2 will merge with Transferee Company. Transferor Company 1 and Transferor Company 2 will dissolve pursuant to the effectiveness of the Scheme

(a) GMR Airports Infrastructure Limited, as a shareholder in the Transferor Company 1, shall be entitled to receive:

(i) for every 1,000 equity shares of the Transferor Company 1 held by GMR Airports Infrastructure Limited, 15,918 equity shares of the Transferor Company 2, having a face value of Rs. 10 each; and
(ii) for every 40,000 equity shares of Transferor Company 1 held by GMR Airports Infrastructure Limited, 15,918 Optionally Convertible Redeemable Preference Shares (OCRPS) of the Transferor Company 2, having a face value of Rs. 400, each of which OCRPS shall reflect 40 equity shares of Transferor Company 2 on a fully diluted basis.

(b) GMR Infra Services Private Limited (GISPL), as a shareholder in the Transferor Company 1, shall be entitled to receive:

(i) for every 1,000 equity shares of Transferor Company 1 held by GISPL, 15,918 Equity Shares of the Transferor Company 2, having a face value of Rs. 10 each; and
(ii) for every 40,000 equity shares of Transferor Company 1 held by GISPL, 15,918 OCRPS of the Transferor Company 2, having a face value of Rs. 400, each of which OCRPS shall reflect 40 equity shares of Transferor Company 2 on a fully diluted basis.

(c) Aeroports De Paris S.A. (ADP), being a body corporate registered outside India, cannot be issued OCRPS (governed by the OCRPS Terms) in compliance with Applicable Law, and as a shareholder in the Transferor Company 1, shall be entitled to receive for every 1,000 equity shares of the Transferor Company 1 held by ADP, 15,918 equity shares of Transferor Company 2, having a face value of Rs. 10 each;

(d) the equity shares of the Transferor Company 1, as held by the Transferor Company 2, shall stand cancelled in their entirely, without any further act, instrument or deed.

Other allied matters covered by the Scheme

- If according to above shareholders become entitled to any fractional shares, entitlements or credit, in connection with the allotment of equity shares or OCRPS of the Transferor Company 2, such fractional shares, entitlement or credit shall be rounded down to the nearest whole number.
- Upon the Scheme becoming effective, the authorized share capital of the Transferor Company 1 shall stand transferred to, and be amalgamated with , the authorized share capital of the Transferor Company 2, without any liability for payment of additional fees (including fees and charges to the relevant ROC) or stamp duty.

- **Share Capital of Transferor Company 1 immediately prior to the Effective date**

Prior to **PART C** of this Scheme coming into effect, but subject to the receipt of the order from the Tribunal approving this Scheme, the Transferor 1 CCPS shall stand converted in the following manner:

(a) the Class B CCPS shall stand converted into 96,81,848 equity shares having a face value of Rs. 10 each of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1;

(b) the Class C CCPS shall stand converted into 80,68,207 equity shares having a face value of Rs. 10 each of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1;

(c) the Class D CCPS shall stand converted into 1,45,22,772 equity shares having a face value of Rs.10 each of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1; and

(d) the Class A CCPS shall stand converted into 12,79,05,992 equity shares having a face value of Rs. 10 each of the Transferor Company 1, *pari passu* with all other equity shares issued by the Transferor Company 1.

- Upon **PART C** of this Scheme becoming effective, the Transferor Company 1 shall stand dissolved without being wound up, without any further act, instrument or deed.

Listing of Equity Shares or Non- Convertible Debentures of Transferee Company

The Transferee Company shall make all requisite applications, and shall otherwise comply with, the provisions of the SEBI Merger Circulars and Applicable Law, and take all steps to procure the listing of the NCDs issued by it pursuant to clause 9.2.2 of the Scheme. The Parties agree that NCDs of Transferor Company 2 will be listed on the relevant Stock Exchanges on consummation of the actions contemplated in PART D of the Scheme.

The Transferee Company shall make all requisite applications, and shall otherwise comply with, the provisions of the SEBI Merger Circulars and Applicable Law, and take all steps to procure the listing of the equity shares issued by it pursuant to above mentioned consideration.

Credit rating
The credit rating for different series of NCDs of Transferor Company 1 is given as Care A – (Outlook : Stable) .

ELIGIBILITY FOR THE ISSUE

There being no initial public offering. Accordingly, the eligibility criteria of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, does not become applicable here.

INDICATIVE TIMELINE

This Document should not be deemed to be an offer to the public. The time frame cannot be established with absolute certainty, as the Scheme is subject to approvals from regulatory authorities, including the Hon'ble National Company Law Tribunal, (**"Jurisdictional NCLT"**) and shall become effective from the Effective Date defined in the Scheme. However, the Appointed Date for the Scheme is April 01, 2023 or any other date decided by the respective boards of directors of Transferee Company and Transferor Companies, being the date with effect from which Parts C and Part D of the Scheme shall be deemed to be effective.

GENERAL RISKS

The allotment of shares of Transferor Company 2 is limited to the shareholders of Transferor Company 1 and the allotment of shares of the Transferee Company under the Scheme is limited to the shareholders of Transferor Company 2. For taking an investment decision, investors must rely on their own examination of the Issuer and the Scheme, including the risks involved. The Equity shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI Guarantee the accuracy or adequacy of the contents of the Abridged Prospectus. Specific attention of the investors is invited to the section titled "**Risk Factors**" at page 15 of this Abridged Prospectus.

PROCEDURE

The procedure with respect to public issue/offer is not applicable as the Scheme does not involve issue of any equity shares to the public at large. The issue of shares by the Transferor Company 2 is limited to the shareholders of Transferor Company 1 and the issue of shares of the Transferee Company under the Scheme is limited to the shareholders of Transferor Company 2. Hence the requirements with respect to General Information Document are not applicable and this Document should be read accordingly.

PRICE INFORMATION OF BRLM'S

Not applicable (since there is no invitation to public for subscription by way of this Abridged Prospectus).

MERCHANT BANKER

Sundae Capital Advisors Private Limited
1177, 11th Floor, VEGAS, Plot No. 6,
Sector-14 (North), Dwarka City Centre,
New Delhi - 110 075
Tel: +91 11 61340375
Investor Grievance E-mail: grievances.mb@sundaecapital.com
Website: www.sundaecapital.com
SEBI Regn. No.: INM000012494

PROMOTERS OF GMR AIRPORTS LIMITED

Sr. No.	Name	Individual/Corporate	Experience & Educational Qualification
1.	GMR Airports Infrastructure Limited	Corporate	GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("GIL"), was incorporated as "Varalakshmi Vasavi Power Projects Limited" on May 10, 1996 under the provisions of the Companies Act, 1956. Its name was changed from time to time. Currently, its name is GMR Airports Infrastructure Limited which was changed from GMR Infrastructure Limited consequent to the fresh certificate of incorporation issued by Registrar of Companies, Mumbai dated September 15, 2022. The equity shares of GIL are currently listed on BSE Limited and National Stock Exchange of India Limited.

			GIL is a leading global infrastructure conglomerate executing projects either by itself or through Special Purpose Vehicles (SPVs) created for this purpose and is the holding company for predominantly the Airport Business of the GMR Group, with unparalleled expertise in designing, building and operating airports. GIL through its subsidiary also offers integrated security solutions, especially in the field of Techno and Cyber security.

BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY

Company Overview:	Transferor Company 1 is an unlisted public limited company incorporated under the Companies Act, 1956 and has its registered office at TEC Cybercity, Level 18, DLF Cyber City, Building No. 5, Tower A, Phase - III, DLF QE Gurugram Haryana 122002
Product / Service Offering: Revenue segmentation by product/ service offering	**Revenue Segmentation as on March 31, 2023 (amount is Rs. Crores)*** Engineering procurement and Construction (EPC) revenue: 91.66 Consultancy revenue: 115.75 Sale of Services – Non aeronautical: 5.96 Aviation academy revenue: 11.88 * The above segmentation excludes interest and dividend income
Geographics Served: Revenue segmentation by geographies	Within India – Rs. 225.03 crore Outside India – Rs. 0.22 crore
Key Performance Indicator:	• Return on net worth (%) – (7.62)% as on March 31, 2023 • Basic earnings per share (in Rs.) (1.27) as on March 31, 2023 • Net Asset Value per share (in Rs.) 16.71 as on March 31, 2023
Client Profile or Industries Served: Revenue segmentation in terms of top 5/10 clients or Industries	For its various clients or industries, GAL provides/undertakes: • consultancy services in airports construction as well as all airport related activities including aero, non-aero, commercial, property development and other activities; • management services to undertake operations related to airport ground aids and facilities; • construction related activities; • aviation related trainings.

Intellectual Property, if any:	GAL - It is registered under class 99- 6, 9, 16, 18, 19, 22, 25, 28,35, 36, 37, 39,41,42 & 43 under the Trade Marks Act. 1999, having trade mark no. 3861346 GAL - It is registered under class 99- 6, 9, 16, 18, 19, 22, 25, 28,35, 36, 37, 39,41,42 & 43 under the Trade Marks Act. 1999, having trade mark no. 3861309.
Market Share:	During FY23, GAL operated airports handled a total of more than 100mn passengers (Including passengers handled at Delhi, Hyderabad, Mopa, CEBU and Medan airports). GAL Indian portfolio of airport assets handled ~87mn passengers during FY23, thus forming a 26.6% market share of all India traffic (Domestic traffic share of 25.1%; International share of 33.5%).
Manufacturing plant, if any:	Not Applicable
Employee Strength:	As on July 31, 2023 – 306 employees

BOARD OF DIRECTORS

Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Experience including current / past position held in other firms & Educational Qualification	Other Directorships
1	**Mr. Grandhi Mallikarjuna Rao**	Chairman	Mr. G M Rao, the founder and Chairman of the GMR Group, holds a mechanical engineering degree from Andhra University, India. He received honorary Doctor of Laws from York University, Canada in 2011, honorary Doctor of Letters from Andhra University, India in 2010, and another honorary Doctor of Letters from Jawaharlal Nehru Technological University, Hyderabad, India in 2005.	• GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited) • GMR Hyderabad International Airport Limited • GMR Varalakshmi Foundation • Delhi International Airport Limited • AMG Healthcare Destination Private Limited • Parampara Family Business Institute • GMR Goa International Airport Limited • GMR Enterprises Private Limited • GMR Nagpur International Airport Limited • GMR Visakhapatnam International Airport Limited

BOARD OF DIRECTORS				
Sr. No.	**Name**	**Designation (Independent / Whole time / Executive / Nominee)**	**Experience including current / past position held in other firms & Educational Qualification**	**Other Directorships**
				• GMR Energy Limited • GMR Power and Urban Infra Limited
2	**Mr. Grandhi Buchisanyasi Raju**	Vice Chairman	Mr. GBS Raju is the elder son of Mr. G.M. Rao and has been on the Company's Board since May 15, 2018. He completed his bachelor's degree in commerce from Vivekananda College, University of Madras, Chennai, in 1995. He is currently the Chairman of the Airport business.	• GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited) • GMR Varalakshmi Foundation • Delhi International Airport Limited • GBS Holdings Private Limited • GMR Goa International Airport Limited • GMR Enterprises Private Limited • Varalakshmi Sports Private Limited • Delhi Duty Free Services Private Limited • GMR Air Cargo and Aerospace Engineering Limited • GMR Hyderabad International Airport Limited • GMR Airport Developers Limited • GMR Visakhapatnam International Airport Limited
3	**Mr. Srinivas Bommidala**	Joint Managing Director	Mr. Srinivas Bommidala, has been a member of the Board since May 9, 2011. He is currently the Chairman of the energy business.	• Bommidala Exports Private Limited • GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited) • GMR Power and Urban Infra Limited • GMR Varalakshmi Foundation • Delhi International Airport Limited • GMR Hyderabad International Airport Limited

BOARD OF DIRECTORS				
Sr. No.	**Name**	**Designation (Independent / Whole time / Executive / Nominee)**	**Experience including current / past position held in other firms & Educational Qualification**	**Other Directorships**
				• BSR Holdings Private Limited • Varalakshmi Sports Private Limited • AMG Healthcare Destination Private Limited • Delhi Duty Free Services Private Limited • GMR Goa International Airport Limited • GMR Enterprises Private Limited • GMR Energy Limited • GMR Kamalanga Energy Limited Foreign Companies: • GMR Megawide Cebu Airport Corporation, Philippines* • Megawide GMR Construction JV, Inc*.
4.	**Mr. Grandhi Kiran Kumar**	Joint Managing Director and CEO	Mr. G. Kirankumar is the Managing Director & CEO of the Company. He is a Graduate in Commerce, is the younger son of Mr. G.M. Rao and has been on the Company's Board since May 9, 2011. Currently, he is overseeing Group Finance and Corporate Strategic Planning Department (CSPD) functions in addition to leading Sports business.	• GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited) • GMR Hyderabad International Airport Limited • GMR Varalakshmi Foundation • Delhi International Airport Limited • GKR Holdings Private Limited • JSW GMR Cricket Private Limited • GMR Goa International Airport Limited • GMR Hyderabad Aerotropolis Limited • GMR Enterprises Private Limited • GMR Energy Limited • GMR Technologies Private Limited

BOARD OF DIRECTORS				
Sr. No.	**Name**	**Designation (Independent / Whole time / Executive / Nominee)**	**Experience including current / past position held in other firms & Educational Qualification**	**Other Directorships**
				• GMR Power and Urban Infra Limited
5.	**Mr. Antoine Roger Bernard Crombez**	Non - Executive Director	Mr. Antoine Crombez is currently the Dy. CEO of GMR Airports Limited and was previously Chief of Staff, attached to the Chairman and CEO of Groupe ADP. He graduated from the Ecole Normale Supérieure and University Paris I – Panthéon-Sorbonne. He began his career as Administrator for the French Senate dedicated to the Finance Committee. He joined Groupe ADP in February 2017 as Project Manager for ADP international, then as Senior Advisor for the Chairman and CEO.	• GMR Infra Services Private Limited • GMR Goa International Airport Limited • GMR Hyderabad International Airport Limited • ADPI India Private Limited
6.	**Mr. Prabhakara Indana Rao**	Executive Director	Mr. I. Prabhakara Rao, Sector Head- Airports Construction, GMR Airports is an experienced professional with 39 years of experience in various businesses. He holds first class master's degree in Industrial Engineering from Andhra University. He started his career with Durgapur Steel Plant in 1984. He is associated with GMR Group since 1995 and presently is the Sector Head - Airports Construction in GMR Airports looking after construction and expansion of various Airports.	• GMR Goa International Airport Limited • Delhi International Airport Limited • GMR Airport Developers Limited • GMR Nagpur International Airport Limited • GMR Visakhapatnam International Airport Limited

BOARD OF DIRECTORS				
Sr. No.	**Name**	**Designation (Independent / Whole time / Executive / Nominee)**	**Experience including current / past position held in other firms & Educational Qualification**	**Other Directorships**
7.	**Ms. Bijal Tushar Ajinkya**	Independent Director	Ms. Bijal Tushar Ajinkya has done L.L.M. in International Law from University of Mumbai. She is a partner in Khaitan & Co. in the Direct Tax, Private Client and Investment Funds Practice Groups in their Mumbai office. With over 23 years of experience, on the tax side, Ms. Ajinkya primarily focuses on international tax, structuring of inbound and outbound investments, M&A tax negotiations, providing opinions on complex tax issues on international tax, etc. She assists HNIs and their businesses on their succession planning needs.	• Delhi International Airport Limed • GMR Hyderabad International Airport Limited • GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited) • GMR Air Cargo and Aerospace Engineering Limited
8.	**Mr. Subba Rao Amarthaluru**	Independent Director	Mr. Subba Rao Amarthaluru is a commerce graduate and a Chartered Accountant. He has a track record in Finance Leadership and end to end expertise in various facets of finance function, built over 35 years of experience in industry segments such audit practice, manufacturing, financial services and infrastructure.	• Delhi International Airport Limited • GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited) • GMR Hyderabad International Airport Limited • Delhi Duty Free Services Private Limited • Gigleji Teknet Private Limited
9.	**Mr. Alexandre Guillaume Roger Ziegler**	Independent Director	Mr. Zieglar graduated from the Institute of Political Studies and holds a degree in history. He is an alumnus of the Ecole Normale Superieure as well as of the French National School of	Indian Company: NIL Foreign Companies • Safran USA, Inc. (USA); • Safran Human Resources Support, LLC. (USA); • Safran Beijing (China); • Safran Mexico SA de CV (Mexico);

BOARD OF DIRECTORS				
Sr. No.	**Name**	**Designation (Independent / Whole time / Executive / Nominee)**	**Experience including current / past position held in other firms & Educational Qualification**	**Other Directorships**
			Administration (1995-1997). In 1997, he was appointed to the permanent post of Secretary at the Ministry of Foreign Affairs, followed by a 4-year stint at the Strategic, Security and Disarmament Affairs Division of the same ministry. He served as Deputy Consul General in Hongkong, before being posted as Second Counsellor *in Berlin. He was then* appointed Counsellor for Culture and Cooperation in Beijing. Thereafter, he was appointed Head of Programmes and Network at the Globalisation, Development, and Partnerships Division, Ministry of Foreign Affairs. From 2013 to February 2016, he served as the Head of the Foreign Minister's Political Office (Chief of Staff to the Minister). From *June 2016 to August 2019*, he served as Ambassador of France to India. He joined SAFRAN on 1 September 2019, as Senior Executive Vice President International and Public Affairs.	• Safran Services Mexico SA de CV (Mexico); • Safran Korea Co., Ltd (South Korea); • Safran Maroc (Morocco); • Safran Aerospace Defence Security Malaysia SDN, BHD (Malaysia); • Safran Singapore Pte Ltd. (Singapore); • Safran Taiwan Co. Ltd. (Taiwan); • Safran Pacific (Australia); • SOFEMA (France); • Vallaroche Conseil (France); and • Safran GmbH (Germany)
10.	**Mr. Augustin de Romanet De Beaune**	Non-Executive Director	Mr. De Beaune is the Chairman & Chief Executive Officer of Aéroports de Paris and was appointed by decree dated 29 November 2012 which was renewed by decree *dated 24 July 2014*.	• Indian Company: NIL Foreign Companies: • Aeroports de Paris S.A.; • Media Aeroports de Paris; • Extime Duty Free Paris (ex Societe de Distribution Aeroportuaire);

BOARD OF DIRECTORS				
Sr. No.	**Name**	**Designation (Independent / Whole time / Executive / Nominee)**	**Experience including current / past position held in other firms & Educational Qualification**	**Other Directorships**
			Prior to his appointment, he was Chief Executive Officer of Caisse des Dépôts et Consignations (Pronounce it as – "Kess de depo E") between March 2007 and March 2012, and chaired the Strategic Investment Fund between 2009 and 2012. Prior to that, he was Deputy Finance Director of Crédit Agricole SA (Pronounce it as – "Kredi Agrikol"), and a member of the Executive Committee. Before taking up this position, Mr. de Beaune was Deputy Secretary General to the President of the Republic between June 2005 and October 2006, and held responsibilities in various ministerial offices. In particular, between 2002 and 2005, he was Cabinet Director for Alain Lambert, Deputy Budget Minister, the Deputy Cabinet Director for Francis Mer, Minister for the Economy, Finance and Industry, Cabinet Director Jean-Louis Borloo, the Minister for Employment, Labour and Social Cohesion, and lastly, Deputy Cabinet Director for Jean-Pierre Raffarin, Prime Minister.	• Relay@ ADP; • Foundation d'Enterprises Group ADP; • Airport Council International (ACI) Europe; • Regie Autonome de Transports Parisiens (RATP); • Le Cercle des Economistes SAS; • Atout France, agence de developpement tourstique de France; • Paris Europlace; • Fonds de dotation denomme Institut pour l'Innovation Economique et Sociale; • Scor; and • Qualium Investissement
11.	**Mr. Philippe Pascal**	Non - Executive Director	Mr. Philippe Pascal is currently the Executive Director - Finance, Strategy and Administration of Aéroports de Paris S.A.	Indian Companies: NIL Foreign Companies: • Media Aeroports de Paris

BOARD OF DIRECTORS				
Sr. No.	**Name**	**Designation (Independent / Whole time / Executive / Nominee)**	**Experience including current / past position held in other firms & Educational Qualification**	**Other Directorships**
			He joined Groupe ADP in February 2013 as Director of financial operations and shareholdings, then as Director of Finance and Strategy, and then, since November 2015 as Director of Finance, Control and Strategy. Since 26 May 2016, Philippe Pascal has been appointed as Executive Director of Finance, Strategy and *Administration. Philippe* obtained a master's in public law and is alumnus of the Ecole Nationale des Impôts.	
12.	**Mr. Xavier Hurstel**	Non-Executive Director	Mr. Xavier has held senior management positions in corporate companies for over ten years, after spending 15 years in the service of the French State. He is the Deputy Executive Officer of Aéroports de Paris S.A., in charge to coordinate the development operations. Mr. Xavier is a graduate of the IEP (French Political Studies Institute) in Paris and Paris-Dauphine University and former student of ENA (French National Administration School).	Indian Companies: • GMR Airport Developers Limited Foreign Companies: • Flying Whales; • TAV Airports; • Aeroports de Paris Management 2; • Aeroports de Paris Management 3; • Merchant Aviation LLC; • ADP International; and • ADPI Thailand
13.	**Mr. Fernando Echegaray Del Pozo**	Non-Executive Director	Mr. Fernando was born in Spain. He holds an industrial engineering degree from the Universitat Politècnica de Catalunya (Polytechnic University of Catalonia) and a computer engineering	Indian Companies: Nil Foreign Companies: • ZAIC-A limited • AMS Airport Management Services • Medunarodna zracna Luka Zagreb d.d (MZLZ)

BOARD OF DIRECTORS				
Sr. No.	**Name**	**Designation (Independent / Whole time / Executive / Nominee)**	**Experience including current / past position held in other firms & Educational Qualification**	**Other Directorships**
			degree from the Universitat de les Illes Balears (University of the Balearic Islands). He has held several management positions within the Spanish airport operator AENA.	• Sociedad Concesionaria Nuevo Pudahuel SA (SCNP) • Airport International Group P.S.C ("AIG") • ADP International • TAV Havalimanlari Holding A.S (TAV Airports Holding) • Airport Management Company (AM Co)

OBJECTS OF THE SCHEME

Kindly refer to the brief details of the Scheme provided in the section titled "DETAILS OF THE SCHEME, LISTING AND PROCEDURE" above.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public issues/ rights issues, if any, of GMR Airports Limited in the preceding 10 years: Not Applicable
Name of monitoring agency, if any: Not Applicable
Terms of issue of convertible security, if any: Not Applicable

CAPITAL STRUCTURE

PRE SCHEME	
Authorised Share Capital *	Rs. 15,00,00,00,000 comprising of 1,50,00,00,000 equity shares of face value Rs. 10 each
	Rs. 15,00,00,00,000 comprising of 1,50,00,00,000 Preference shares of face value Rs. 10 each
Issued, Subscribed and Paid up Capital	Rs. 14,06,66,94,700 comprising of 140,66,69,470 equity shares of face value Rs. 10 each
	Rs. 4,42,85,56,390 comprising of 44,28,55,639 Compulsory Convertible Preference Shares of Rs. 10 each
POST SCHEME	
Authorised Share Capital	Pursuant to the Scheme, GMR Airports Limited shall dissolve without winding up
Issued, Subscribed and Paid up Capital	Pursuant to the Scheme, GMR Airports Limited shall dissolve without winding up

* GAL in its Annual General Meeting held on September 27, 2023 approved the reclassification of authorised share capital. Post approval of reclassification authorised share capital will be as follows:

PRE SCHEME	
Authorised Share Capital*	Rs. 16,00,00,00,000 comprising of 1,60,00,00,000 equity shares of face value Rs. 10 each

	Rs. 14,00,00,00,000 comprising of 1,40,00,00,000 Preference shares of face value Rs. 10 each

Pre Equity Shareholding pattern of GMR Airports Limited			
Sr. No.	**Particulars**	**Pre-Scheme number of shares***	**% holding – pre-Scheme**
1	Promoter and promoter group	71,74,01,425	51.00
2	Public	68,92,68,045	49.00
Total		**1,40,66,69,470**	**100.00**
Post Shareholding pattern of GMR Airports Limited *			
Sr. No.	**Particulars**	**Post-Scheme number of shares***	**% holding – post-Scheme***
1	Promoter and promoter group	-	-
2	Public	-	-
Total		-	-

* GMR Airports Limited will merge and consolidate into and with GMR Infra Developers Limited and after effectiveness of Part C of Scheme GMR Infra Developers Limited into and with GMR Airports Infrastructure Limited and shall dissolve without winding up pursuant the Scheme.

Number / amount of equity shares proposed to be sold by selling shareholders, if any: Not Applicable

DETAILS OF STATUTORY AUDITOR OF GMR AIRPORTS LIMITED

Name: K. S. Rao & Co., Chartered Accountants Add: 10/2, 2nd Floor, Khivraj Mansion, Kasturba Road, Bengaluru, Karnataka – 560 001 **Firm registration number:** 003109S	**Name:** Manohar Chowdhary & Associates, Chartered Accountants Add: Plot no -191/56, Near Devinder Vihar, Gurgaon (Haryana) - 122011 **Firm Registration No :** 001997S

FINANCIALS OF GMR AIRPORTS LIMITED

Standalone Financial Statements
(Rs. in Cr)

Particulars	**Latest stub *period (June 30, 2023)* (Unaudited Management Accounts)**	**FY 2022-23[1] (Audited)**	**FY 2021-22[1] (Audited)**	**FY 2020-21[1] (Audited)**
Total income from operations (net)[2]	112.24	445.25	488.59	360.78
Net Profit / (Loss) before tax and extraordinary items	-81.38	-180.83	-81.91	-302.84
Net Profit / (Loss) after tax[3]	-83.17	-178.98	-80.63	-257.74
Paid up Equity Share Capital	1406.67	1406.67	1406.67	1406.67
Other Equity (excluding revaluation reserves)	860.27	943.49	1122.76	1187.31
Net worth[4]	2266.94	2350.16	2529.43	2593.98
Basic earnings per share (in Rs.)	-0.59	-1.27	-0.57	-1.86

Diluted earnings per share (in Rs.)	-0.59	-1.27	-0.57	-1.86
Return on net worth (%) [5]	-3.67%	-7.62%	-3.19%	-9.94%
Net asset value per share (in Rs.) [6]	16.12	16.71	17.98	18.44

Consolidated Financial Statements **(Rs. In crores)**

Particulars	**Latest stub period (June 30, 2023) (Unaudited Management Accounts)**	**FY 2022-23[1] (Audited)**	**FY 2021-22[1] (Audited)**	**FY 2020-21[1] (Audited)**
Total income from operations (net) [2]	1,943.83	6,455.00	4,448.95	3,469.46
Net Profit / (Loss) before tax and extraordinary items	130.26	-980.56	-374.99	-1,392.49
Net Profit / (Loss) after tax [3]	35.69	-1,034.71	-256.33	-1,121.79
Paid up Equity Share Capital	1,406.67	1,406.67	1,406.67	1,406.67
Other Equity (excluding revaluation reserves)	447.29	491.88	1,471.35	1,750.52
Net worth[4]	1,853.96	1,898.55	2,878.02	3,157.19
Basic earnings per share (in Rs.)	0.32	-6.94	-1.98	-6.46
Diluted earnings per share (in Rs.)	0.32	-6.94	-1.98	-6.46
Return on net worth (%) [5]	1.93%	-54.50%	-8.91%	-35.53%
Net asset value per share (in Rs.) [6]	13.18	13.50	20.46	22.44

Note 1: Summary for the period March 31, 2023, March 31, 2022 and March 31, 2021 has been extracted from audited financial statements prepared based on Ind-AS (notified under Companies (Indian Accounting Standards) Rules, 2015).
Note 2: Includes income from operations and does not include other income.
Note 3: Net Profit / (Loss) after tax is income before other comprehensive income.
Note 4: Net worth has been computed as per Section 2(57) of the Companies Act, 2013 and excluding Other Comprehensive income.
Note 5: Return on net worth (%) has been arrived at by dividing Profit / (Loss) after tax by Net Worth.
Note 6: Net asset value per share has been derived by dividing Net Worth by the number of outstanding shares.

RISK FACTORS

1. GAL's revenue is highly dependent on levels of air traffic, which depend in part on factors beyond its control, including economic and political conditions and regulatory environment which may have a material adverse effect on GAL's business, financial condition and results of operations of its Airports.
2. GAL's fees for aeronautical services, which comprise a substantial portion of its revenues, its operations and its ability to recover excess capital expenditure, are regulated by the government authorities and the terms of its concessions and aeronautical tariffs are otherwise generally subject to government rulemaking.

3. GAL is exposed to certain credit risks and it may be unable to collect on its receivables. Failure to collect any such amounts would have a material adverse effect on its business, financial condition and results of operations
4. Governments or governmental agencies which are shareholders of GAL's subsidiaries may also be operators of other airports or shareholders of other airport operators, which may give rise to regulatory conflicts.
5. GAL is subject to compliance risks arising from various environmental laws and regulations.
6. GAL's retail, duty free and other non-aeronautical businesses may be adversely affected by competition which could have an adverse effect on its financial condition and results of operations.
7. The Scheme is subject to the conditions / approvals as envisaged under the Scheme and any failure to receive such approvals will result in non-implementation of the Scheme and may adversely affect the shareholders.
8. The Company will dissolve without winding up pursuant to the Scheme, under Part D of the Scheme, which may or may not adversely affect the shareholders.
9. The Company is presently an unlisted company in terms of the provisions of Companies Act, 2013 and its equity shares are presently not available for trading on any stock exchange.
10. Our inability to attract, train and retain qualified personnel may have adverse impact on our operations.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. *Total number of outstanding litigations against GMR Airports Limited and amount involved:*

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations#	Aggregate amount involved for the matters which are quantifiable (Rs in crores)
Company						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	Nil	Nil	1	Nil
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	01	Nil	Nil	Nil	Nil	0.05
Promoters						
By Promoters	5	5	0	0	1	1,052.00
Against Promoters	2	3	0	0	2	1,009.02
Subsidiaries						
By Subsidiaries	29	6	4	0	5	2,719.73
Against Subsidiaries	8	8	2	0	5	1,202.21

Notes:

1. In one of the material litigation against the Promoter, apart from an alleged claim of Rs 384 Crores (which is included in the aggregate amount stated above in the table) the issue of Prescribed Value of Put-option is yet to be decided by the Ld. Arbitral Tribunal, therefore, not included in the aggregate amount. Further, in another material litigation, the promoter has filed a writ petition before the Hon'ble High Court seeking relief against the lenders that no coercive action should be taken against the petitioners till the issue of gas allocation is finally decided by the Ministry of Petroleum & Natural Gas and Ministry of Power, wherein claim amount cannot be ascertained, and not included in the aggregate amount.
2. In respect of one of the directors of the Company, outstanding litigations with respect to the execution, as CEO and consequently representatives of concerned companies, of contracts which potentially were not executed in compliance with the French procurement regulations are pending and not included in the list.
3. In tax proceedings relating to subsidiaries, indirect tax adjudication matters involving disputed issues regarding claim of input tax credit totalling to INR 828.09 Crores are included. However, the amount of disputed input tax credit in these matters has already been reversed/deposited by way of GST Form-DRC 03 under protest. Thus, there is no demand pending against the subsidiaries. This issue is already under challenge in the respective Hon'ble State High Courts vide separate proceedings.
4. In tax proceedings relating to a subsidiary, two tax proceedings (one by and one against) are w.r.t. a common service tax refund order of Rs. 182.13 Crores in favour of the subsidiary by Customs Excise & Service Tax Appellate Tribunal, department has preferred an appeal against the said order before the Hon'ble Supreme Court. The subsidiary has filed execution proceedings of the CESTAT judgment.
5. As per the Supreme Court website, it appears that certain tariff appeal has been filed against one of the subsidiaries, but no copy has been served to the subsidiary yet. Hence, it has not been included.
6. The details provided above includes certain litigation matters which in our view are material in nature considering the nature of cases and the issues involved therein whether question of law or involving a principle issue to be adjudicated by the relevant Hon'ble Courts. Hence, claim amount cannot be ascertained, therefore, not included in the aggregate amount.

In accordance with the Materiality Policy.

B. Brief details of top 5 material outstanding litigations against GMR Airports Limited and amount involved: Not Applicable

Sr.No.	Particulars	Litigation filed by	Current status	Amount involved
1.	Airport Authority India ("**AAI**") has filed a curative petition seeking to cure the judgment passed by the Hon'ble Supreme Court dismissing the Civil Appeal filed by AAI, wherein it upheld the judgment of the Hon'ble Bombay High Court (Nagpur Bench) allowing the writ petition filed by the Company and set aside the communication of annulment of the bidding process for the MIHAN Airport project.	Airport Authority of India	Matter is pending	Not Applicable

C. Regulatory action, if any – disciplinary action taken by SEBI or stock exchanges against the promoters in last 5 financial years including outstanding action, if any: Nil

D. Brief details of outstanding criminal proceedings against promoters: There are 2 (two) pending criminal cases against our promoter and the amount involved therein is not quantifiable.

ANY OTHER IMPORTANT INFORMATION OR MATERIAL DEVELOPMENT AS PER GMR AIRPORTS LIMITED

There are no Material Developments in the Company except as mentioned in this Abridged Prospectus.

DECLARATION BY GMR AIRPORTS LIMITED

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines / regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct to be best of knowledge and belief.

For and on behalf of **GMR Airports Limited**

G.B.S. Raju
Director
DIN: 00061686
Date: 31st October, 2023
Place: New Delhi

October 31, 2023

To

BSE Limited
P J Towers, Dalal Street
Fort, Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub.: Due Diligence on the Abridged Prospectus of GMR Airports Limited for the proposed Composite Scheme of Amalgamation and Arrangement between GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("Transferee Company") and GMR Airports Limited (Transferor Company 1" or "Company")) and GMR Infra Developers Limited ("Transferor Company 2") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme") Read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Dear Sir / Madam,

We, Sundae Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker, having Registration No. INM000012494 have been appointed by GMR Airports Infrastructure Limited to provide a compliance report with respect to adequacy and accuracy of disclosures made in the Abridged Prospectus of GMR Airports Limited dated October 29, 2023 (the "**Abridged Prospectus**") under the proposed Composite Scheme of Amalgamation and Arrangement and Arrangement between GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("Transferee Company") and GMR Airports Limited (Transferor Company 1" or "Company")) and GMR Infra Developers Limited ("Transferor Company 2") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme") Read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Scope and Purpose of Compliance Report

As required under the SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, a compliance report has to be obtained from a merchant banker on the information to be disclosed in the Explanatory Statement to the Notice to be issued for Tribunal convened meeting of the shareholders of listed company in line with information disclosed in abridged prospectus in terms of in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The purpose of abridged prospectus is to inform the shareholders about the information / details of unlisted company, to the extent applicable, involved in the Scheme.

Sources of the Information

We have received the following information from the Management of GMR Airports Infrastructure Limited and GMR Airports Limited:

1. Draft Scheme of Amalgamation and Arrangement

2. Disclosure in the format of Abridged Prospectus dated October 29, 2023 prepared in accordance with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023

3. Information / documents / undertakings, etc provided by the Management of GMR Airports Infrastructure Limited and GMR Airports Limited pertaining to the disclosures made in the Abridged Prospectus dated October 29, 2023.

Compliance Report

1. As required under the SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, we have examined the disclosures made in the Abridged Prospectus issued by GMR Airports Limited, which shall form part of the explanatory statement to the Notice to be issued by GMR Airports Infrastructure Limited.

Accordingly, we confirm that the information disclosed in the Abridged Prospectus contains all applicable information required in respect of unlisted entity involved in the Scheme, i.e. GMR Airports Limited, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Thanking you,

Yours sincerely,
*For **Sundae Capital Advisors Private Limited***
(SEBI Regn. No. INM000012494)

ANCHAL LOHIA
Digitally signed by ANCHAL LOHIA
Date: 2023.10.31 15:15:51 +05'30'

Anchal Lohia
Assistant Vice President

DISCLOSURE DOCUMENT COMPRISING OF APPLICABLE INFORMATION PERTAINING TO GMR INFRA DEVELOPERS LIMITED IN THE FORMAT PRESCRIBED FOR ABRIDGED PROSPECTUS AS PROVIDED IN PART E OF SCHEDULE VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2018, READ WITH THE SEBI CIRCULAR NO. SEBI/HO/CFD/SSEP/CIR/2022/14 DATED FEBRUARY 4, 2022, TO THE EXTENT APPLICABLE.

This abridged prospectus ("Document") contains salient features of business of GMR Infra Developers Limited and Composite Scheme of Amalgamation and Arrangement between GMR Airports Limited ("Transferor Company 1"), GMR Infra Developers Limited ("Transferor Company 2" or "the Company") and GMR Airports Infrastructure Limited (formerly GMR Infrastructure Limited) ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme") read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. This Abridged Prospectus has been prepared in terms of the requirements specified in SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time and Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 ("SEBI Circulars") issued by the Securities and Exchange Board of India ("SEBI") relating to the Scheme.

This Document should be read together with the Scheme, approved by the Board of Directors of GMR Infra Developers Limited vide resolution dated March 19, 2023. The shareholders are advised to retain a copy of this Document for their future reference.

You may download the Scheme from the website of Transferee Company (www.gmrinfra.com) and Stock Exchanges where the equity shares of Transferee Company are listed, i.e., National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") ("Stock Exchanges"), i.e. www.nseindia.com and www.bseindia.com respectively.

THIS ABRIDGED PROSPECTUS CONTAINS 14 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.
FOR PRIVATE CIRCULATION TO THE SHAREHOLDERS OF GMR AIRPORTS INFRASTRUCTURE LIMITED ONLY

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS DOCUMENT. HOWEVER, EQUITY SHARES OF TRANSFEREE COMPANY WOULD BE ISSUED TO THE SHAREHOLDERS OF TRANSFEROR COMPANY 2 PURSUANT TO PART D OF THE SCHEME.

(Terms not defined herein shall have their meaning ascribed to them under the Scheme)

GMR Infra Developers Limited

CIN: U74999HR2017PLC113214, **Date of incorporation:** GMR Infra Developers Limited was incorporated on February 27, 2017 under the provisions of the Companies Act, 2013 and is registered with the Registrar of Companies, Delhi & Haryana.)

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Unit No. 12, 18th Floor, Tower A, Building No.	New Udaan Bhawan, Terminal 3, Opp: ATC	Mr. M.V Srinivas (Director)	Tel.: +91 11 47192606; E-mail: Srinivas.MV@gmrgroup.in	N.A.

5, DLF Cyber City, DLF Phase-III, Gurugram - 122002, Haryana	Complex International Terminal, I.G.I. Airport New Delhi 110037			

NAMES OF THE PRESENT PROMOTERS OF THE COMPANY –
GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)

Details of Offer to Public

Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size (by no. of shares or by amount in Rs)	Issue Under 6(1)/ 6(2)	Share Reservation		
					QIB	NII	RII
NA*							

* Not Applicable since there is no public offer of shares and the shares and OCRPS are being issued pursuant to the Scheme

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (*upto a maximum of 10 selling shareholders)*

Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity	Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity
NA*							

* Not Applicable since there is no public offer of shares and the shares and OCRPS are being issued pursuant to the Scheme

Price Band, Minimum Bid Lot & Indicative Timelines	
Price Band*	NA*
Minimum Bid Lot Size	NA*
Bid/Offer Open On	NA*
Bid/Closes Open On	NA*
Finalisation of Basis of Allotment	NA*
Initiation of Refunds	NA*
Credit of Equity Shares to Demat accounts of Allottees	NA*
Commencement of trading of Equity Shares	NA*

* Not Applicable since there is no public offer of shares and the shares and OCRPS are being issued pursuant to the Scheme

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price Lowest Price-Highest Price (in Rs.)
Trailing Eighteen Month from the date of RHP	NA*	NA*	NA*

WACA: Weighted Average Cost of Acquisition shall be calculated on fully diluted basis for the trailing eighteen months from the date of RHP.

* Not Applicable since there is no public offer of shares and the shares and OCRPS are being issued pursuant to the Scheme

Risks in Relation to the First Offer
Not applicable (since there is no invitation to public for subscription by way of this Abridged Prospectus).

DETAILS OF THE SCHEME, LISTING AND PROCEDURE

Objective of the Scheme

The Scheme provides Amalgamation and consolidation of the business of Transferor Company 1 into and with Transferor Company 2 and Transferor Company 2 (upon the effectiveness of the provisions of PART C of the Scheme) into and with the Transferee Company pursuant to Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 ("**the Act**") and rules made thereunder.

Rationale for Amalgamation of Transferor Companies with the Transferee Company.

The rationale for, and the benefits of, the amalgamation of the Transferor Company 1 and the Transferor Company 2, into and with the Transferee Company, are *inter alia* as follows:

(a) consolidation of the business of the Parties, leading to synergies of operations and resulting in the expansion and long-term sustainable growth of such Parties' business, which will create greater value for the Resultant Entity;

(b) streamlining the corporate organizational structure of the Parties by reducing the number of legal entities involved in the business, and by reducing the number of layers of legal entities. This would provide several benefits, including enhanced managerial focus in a single amalgamated entity (being the Resultant Entity), seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances, costs rationalization and enhancement of the efficiency and control of the Parties, as well as improving the mechanisms for upstreaming of free cashflows and shareholder returns. This, in turn, will also assist shareholders and investors in better understanding and evaluating the structure and strength of the operations of the Parties, with the Resultant Entity also being more attractive to investors looking to invest in the airports sector;

(c) ensuring a stronger and wider capital and financial base for the Resultant Entity, along with greater access to capital, the reduction of cost of capital, and efficient and optimal utilisation of cash resources of the Parties, and thereby facilitating future growth and expansion;

(d) bringing about greater integration, operational and organisational rationalisation and effective utilisation of the combined resources of the Parties to enhance the operational efficiency of the Resultant Entity; and

(e) enabling greater economies of scale and reduction in/avoiding duplication of overheads, administrative, managerial and other common costs, and adoption of an integrated approach to internal policies, including those pertaining to remuneration, employee benefits, workplace rules and policies.

Consideration of amalgamation

Upon the Scheme becoming effective, Transferor Company 1 will amalgamate into Transferor Company 2 and Merged Transferor Company 2 will merge with Transferee Company and Transferor Company 1 and transferor Company 2 will dissolve pursuant to the effectiveness of the Scheme.

a) the "Share Exchange Ratio" shall be every 18,659 fully paid equity shares of the face value of Rs. 10 of the Transferor Company 2 being exchanged for 10,000 equity shares of the face value of Rs. 1 each of the Transferee Company, each being a fully paid-up equity share of the Transferee Company; and

b) the "OCRPS Exchange Ratio" shall be every 18,659 Optionally Convertible Redeemable Preference Shares ('OCRPS') of the face value of Rs. 400 of the Transferor Company 2 being exchanged for 10,000 OCRPS of the face value of Rs. 40 of the Transferee Company. It is clarified that the OCRPS Exchange Ratio is calculated based on the Share Exchange Ratio.

taking into account the number of equity shares which would result, on a fully diluted basis, from the conversion of the OCRPS.

(a) equity shares of the Transferee Company shall be issued, in compliance with Applicable Law, to the equity shareholders of the Transferor Company 2 (except for the Transferee Company itself), and therefore:
   - Aeroports De Paris S.A. (ADP), as a shareholder in the Transferor Company 2, shall be entitled to receive 3,15,30,31,945 equity shares, having a face value of Rs. 1, issued by the Transferee Company, in accordance with the Share Exchange Ratio, in lieu of its shareholding in the Transferor Company 2; and
   - GMR Infra Services Private Limited (GISPL), as a shareholder in the Transferor Company 2, shall be entitled to receive 25,75,82,066 equity shares, having a face value of Rs. 1, issued by the Transferee Company, in accordance with the Share Exchange Ratio, in lieu of its equity shareholding in the Transferor Company 2;

(b) in lieu of the OCRPS issued under the OCRPS Terms to Transferee Company and GISPL under PART C of the Scheme, the obligations of the Transferor Company 2 under the OCRPS Terms shall stand transferred in favour of the Transferee Company and accordingly, OCRPS of the Transferee Company shall be issued with the same terms and conditions as those prescribed under the OCRPS Terms, as follows:
   - the OCRPS held by the Transferee Company will stand extinguished, without any act, instrument or deed being required to be undertaken by the parties to the OCRPS Terms; and
   - obligations of the Transferor Company 2 in respect of the OCRPS held by GISPL (as an Original OCRPS Shareholder) shall stand transferred to the Transferee Company (i.e., would be replaced by equivalent OCRPS, with the same terms and conditions as prescribed in the OCRPS Terms, issued by the Transferee Company), and therefore, GISPL shall be entitled to receive 6,51,11,022 OCRPS, having a face value of Rs. 40 each, issued by the Transferee Company (each of which OCRPS shall reflect 40 equity shares of the Transferee Company on a fully diluted basis), in accordance with the OCRPS Exchange Ratio, in lieu of its holding of OCRPS in the Transferor Company 2

Other allied matters covered by the Scheme

- If according to above, shareholders become entitled to any fractional shares, entitlements or credit, in connection with the allotment of equity shares or OCRPS of the Transferee Company, such fractional shares, entitlement or credit shall be rounded down to the nearest whole number.
- Upon PART D of the Scheme becoming effective with effect from the Effective Date, ADP, shall be categorised as a "promoter" of the Transferee Company, in addition to the promoters of the Transferee Company as in existence prior to the Effective Date (i.e., GMR Enterprises Private Limited and Mr. G. M. Rao).
- Upon PART D of this Scheme becoming effective, the Transferor Company 2 shall stand dissolved without being wound up, without any further act, instrument or deed.
- Upon the Scheme becoming effective, the authorized share capital of the Transferee Company shall automatically stand altered without any further act, instrument or deed, and accordingly be increased by the authorized share capital of the Transferor Company 2.

Listing of Equity Shares or Non- Convertible Debentures of Transferee Company

The Transferee Company shall make all requisite applications, and shall otherwise comply with, the provisions of the SEBI Merger Circulars and Applicable Law, and take all steps to procure the listing of the NCDs issued by it pursuant to clause 9.2.2 of the Scheme. The Parties agree that NCDs of

Transferor Company 2 will be listed on the relevant Stock Exchanges on consummation of the actions contemplated in PART D of the Scheme.
The Transferee Company shall make all requisite applications, and shall otherwise comply with, the provisions of the SEBI Merger Circulars and Applicable Law, and take all steps to procure the listing of the equity shares issued by it pursuant to above mentioned consideration.

Credit rating
The credit rating for different series of NCDs of Transferor Company 1 is given as Care A negative.

ELIGIBILITY FOR THE ISSUE

There being no initial public offering. Accordingly, the eligibility criteria of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, does not become applicable here.

INDICATIVE TIMELINE

This Document should not be deemed to be an offer to the public. The time frame cannot be established with absolute certainty, as the Scheme is subject to approvals from regulatory authorities, including the Hon'ble National Company Law Tribunal, ("**Jurisdictional NCLT**") and shall become effective from the Effective Date defined in the Scheme. However, the Appointed Date for the Scheme is April 01, 2022 or any other date decided by the respective boards of directors of Transferee Company and Transferor Companies, being the date with effect from which Part C and Part D of the Scheme shall be deemed to be effective.

GENERAL RISKS

The allotment of shares of Transferor Company 2 is limited to the shareholders of Transferor Company 1 and the allotment of shares of the Transferee Company under the Scheme is limited to the shareholders of Transferor Company 2. For taking an investment decision, investors must rely on their own examination of the Issuer and the Scheme, including the risks involved. The Equity shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI Guarantee the accuracy or adequacy of the contents of the Abridged Prospectus. Specific attention of the investors is invited to the section titled "**Risk Factors**" at page 9 of this Abridged Prospectus.

PROCEDURE

The procedure with respect to public issue/offer is not applicable as the Scheme does not involve issue of any equity shares to the public at large. The issue of shares by the Transferor Company 2 is limited to the shareholders of Transferor Company 1 and the issue of shares of the Transferee Company under the Scheme is limited to the shareholders of Transferor Company 2. Hence the requirements with respect to General Information Document are not applicable and this Document should be read accordingly.

PRICE INFORMATION OF BRLM'S

Not applicable (since there is no invitation to public for subscription by way of this Abridged Prospectus).

MERCHANT BANKER
Sundae Capital Advisors Private Limited 1177, 11th Floor, VEGAS, Plot No. 6, Sector-14 (North), Dwarka City Centre, New Delhi - 110 075 Investor Grievance E-mail: grievances.mb@sundaecapital.com Website: www.sundaecapital.com SEBI Regn. No.: INM000012494

PROMOTERS OF GMR INFRA DEVELOPERS LIMITED

Sr. No.	Name	Individual/Corporate	Experience & Educational Qualification
1.	GMR Airports Infrastructure Limited	Corporate	GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("GIL"), was incorporated as "Varalakshmi Vasavi Power Projects Limited" on May 10, 1996 under the provisions of the Companies Act, 1956. The name of the Company was changed from time to time. Currently the name of the Company is GMR Airports Infrastructure Limited which was changed from GMR Infrastructure Limited consequent to the fresh certificate of incorporation issued by Registrar of Companies, Mumbai dated September 15, 2022. The equity shares of GIL are currently listed on BSE Limited and National Stock Exchange of India Limited. GIL is a leading global infrastructure conglomerate executing projects either by itself or through Special Purpose Vehicles (SPVs) created for this purpose and is the holding company for predominantly the Airport Business of the GMR Group, with unparalleled expertise in designing, building and operating airports. GIL through its subsidiary also offers integrated security solutions, especially in the field of Techno and Cyber security.

BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY

Company Overview:	GMR Infra Developers Limited is an unlisted public limited company incorporated under the Companies Act, 2013 and has its registered office at Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase III, Gurugram Haryana 122002. It is engaged in the business of inter- alia developing, maintaining and operating road, highway project, bridge, express ways, Intra-urban roads and/or peri-urban roads. The GMR Infra Developers Limited has no branch.

Product / Service Offering: **Revenue segmentation by product/ service offering**	It is engaged in the business of inter alia developing, maintaining and operating road, highway project, bridge, express ways, Intra-urban roads and/or peri-urban roads. Revenue Segmentation for FY 2022 -23 (Rs in lakhs) Sale of Material: 414.39 Sale of services: -
Geographics Served: **Revenue segmentation by geographies**	100% of the revenue is from India
Key Performance Indicator:	• Net Asset Value per share (in Rs.) -2.93/ as on March 31, 2023
Client Profile or Industries Served: **Revenue segmentation in terms of top 5/10 clients or Industries**	Facilitating the procurement activity & providing services in relation to Engineering, Procurement and Construction business within the group .
Intellectual Property, if any:	Nil
Market Share:	Negligible
Manufacturing plant, if any:	Nil
Employee Strength:	There are no employees on the payroll of the Company

BOARD OF DIRECTORS

Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Experience including current / past position held in other firms & Educational Qualification	Other Directorships
1	**Mr. G. Subba Rao**	Director	Mr. G. Subba Rao is a Chartered Accountant with all India Rank to his credit having a total experience of over 44 years. He is the Group Deputy Managing Director of GMR Group and his association with GMR Group is over 23 years. During his long association with the GMR Group, he held various multi-faceted	• GMR Power and Urban Infra Limited • GMR Bajoli Holi Hydropower Private Limited • GMR Londa Hydropower Private Limited • GMR (Badrinath) Hydro Power Generation Private Limited • GMR Indo-Nepal Power Corridors Limited • GMR Aviation Private Limited

			roles with many accomplishments to his credit. He played a very important and Key role in winning Delhi Airport Bid for the Group.	• Raxa Securities Services Limited • GMR League Games Private Limited Foreign Companies: • Karnali Transmission Company Private Limited as a Member of Committee Representative
2	**Saurabh Chawla**	Director	Mr. Saurabh Chawla has done his Masters of Business Administration from Pace University from New York, USA and B. Com. (Hons.). Prior to joining GMR, he has worked with DLF Ltd., Moser Baer India Ltd. He has a diversified experience of 30 plus years. He is the Executive Director Finance & Strategy of GMR Group. During his long tenure, he had managed and handled the Accounts, Finance, Treasury, Business Planning, M&A and IT functions. He was also the Vice President, Indo-American Society, Pace University, New York, USA. He is associated with GMR Group since last 5 years.	• Blackstone Finance and Securities Private Limited • GMR Corporate Services Limited (Formerly GMR Aerostructure Services Limited)
3	**Mr. M.V. Srinivas**	Director	Mr. M.V. Srinivas is a CMA and B. Com. He has over 29 years of overall experience in the field of finance and Accounts. He has been associated with GMR group for the past 25 years. Currently, he is associated as Executive Vice-President (EVP), GMR Group, Finance & Accounts. Mr. M.V.	• Gateways for India Airports Private Limited • Dhruvi Securities Limited • GMR Corporate Services Limited (Formerly GMR Aerostructure Services Limited) • GMR Business Process and Services Private Limited • GMR Corporate Affairs Limited

			Srinivas has expertise in finance, FEMA,NBFC, Accounts & management skills.	• GMR Corporate Center Limited (under process of Strike off) • Corporate Infrastructure Services Private Limited
4.	**Mr. Suresh Bagrodia**	Director	Mr. Suresh Bagrodia is a Chartered Accountant. He has an extensive experience of over 30 years in financial management and business strategy with different companies. Prior to GMR, he has been working in the telecom sector for the last 18 years, with Telenor, where he has proven his abilities in business partnering, negotiations, risk management, financial reporting, working capital and credit management. He has experience in leading large multicultural teams and is an effective communicator. He is presently the Group CFO- Operations in GMR Group.	• Gateways for India Airports Private Limited • GMR Corporate Services Limited (Formerly GMR Aerostructure Services Limited) • GMR Business Process and Services Private Limited • GMR Corporate Affairs Limited

OBJECTS OF THE SCHEME

Kindly refer to the brief details of the Scheme provided in the section titled "DETAILS OF THE SCHEME, LISTING AND PROCEDURE" above.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public issues/ rights issues, if any, of GMR Infra Developers Limited in the preceding 10 years: Not Applicable

Name of monitoring agency, if any: Not Applicable

Terms of issue of convertible security, if any: Optionally Convertible Redeemable Preference Shares with the terms set out in the Scheme will be issued by GMR Infra Developers upon the conclusion of Part C of the Scheme, on the terms set out in the Scheme.

CAPITAL STRUCTURE

PRE- SCHEME	
Authorised Share Capital	Rs. 5,00,000 comprising of 50,000 equity shares of face value Rs. 10 each
Issued, Subscribed and Paid- up Capital	Rs. 5,00,000 comprising of 50,000 equity shares of face value Rs. 10 each
POST SCHEME	
Authorised Share Capital	On effectiveness of the Scheme, GMR Infra Developers Limited shall dissolve without winding up.
Issued, Subscribed and Paid- up Capital	GMR Infra Developers Limited shall dissolve without winding up.

Pre- Equity Shareholding pattern of GMR Infra Developers Limited			
Sr. No.	**Particulars**	**Pre-Scheme number of shares***	**% holding – pre-Scheme**
1	Promoter and promoter group	50,000	100.00
2	Public	-	-
Total		**50,000**	**100.00**
Post Shareholding pattern of GMR Infra Developers Limited *			
Sr. No.	**Particulars**	**Post-Scheme number of shares***	**% holding – post-Scheme***
1	Promoter and promoter group	-	-
2	Public	-	-
Total		-	-

* GMR Infra Developers Limited will amalgamate into GMR Airports Infrastructure Limited and shall dissolve without winding up pursuant the Scheme.

Number / amount of equity shares proposed to be sold by selling shareholders, if any: Not Applicable

DETAILS OF STATUTORY AUDITOR OF GMR INFRA DEVELOPERS LIMITED

Name: Chatterjee & Chatterjee, Chartered Accountants
A-1, Commercial Centre, Nimari Colony, Ashok Vihar, New Delhi – 110 052
Firm registration number: 001109C

AUDITED FINANCIALS OF GMR INFRA DEVELOPERS LIMITED

(Rs. in Lakhs)

Particulars	**Latest stub period (Unaudited Management Accounts)**	**FY 2022-23[1] (Audited)**	**FY 2021-22[1] (Audited)**	**FY 2020-21[1] (Audited)**
Total income from operations (net)[2]	-	414.39	98.89	2,727.47
Net Profit / (Loss) before tax and extraordinary items	-2,890.29	-24,248.30	-22,282.47	-1,349.39
Net Profit / (Loss) after tax[3]	-2,890.29	-24,261.76	-22,281.92	-1,349.66
Paid up Equity Share Capital	5.00	5.00	5.00	5.00

Other Equity (excluding revaluation reserves)	-1,49,358.15	-1,46,467.86	-1,22,206.11	-99,924.18
Net worth[4]	-1,49,353.15	-1,46,462.86	-1,22,201.11	-99,919.18
Basic earnings per share (in Rs.)	-5,780.58	-48,523.52	-44,563.84	-2,699.32
Diluted earnings per share (in Rs.)	-5,780.58	-48,523.52	-44,563.84	-2,699.32
Return on net worth (%) [5]	NA	NA	NA	NA
Net asset value per share (in Rs.) [6]	-2.99	-2.93	-2.44	-1.76

Note 1: Summary for the period March 31, 2023, March 31, 2022 and March 31, 2021 has been extracted from audited financial statements prepared based on Ind-AS (notified under Companies (Indian Accounting Standards) Rules, 2015).

Note 2: Includes income from operations and does not include other income.

Note 3: Net Profit / (Loss) after tax is income before other comprehensive income.

Note 4: Net worth has been computed as per Section 2(57) of the Companies Act, 2013 and excluding fair value through Other comprehensive income.

Note 5: Return on net worth (%) has been arrived at by dividing Profit / (Loss) after tax by Net Worth.

Note 6: Net asset value per share has been derived by dividing Net Worth by the number of outstanding shares.

RISK FACTORS

1. The Scheme is subject to the conditions / approvals as envisaged under the Scheme and any failure to receive such approvals will result in non-implementation of the Scheme and may adversely affect the shareholders.
2. There are tremendous technology pressures impacting businesses around the world, sometime leading to business disruptions.
3. The Company will dissolve without winding up pursuant to the Scheme, under Part D of the Scheme, which may or may not adversely affect the shareholders.
4. The Company is presently an unlisted company and its securities are presently not available for trading on any stock exchange.
5. Our inability to attract, train and retain qualified personnel may have adverse impact on our operations.
6. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law may impact the financial position of the Company to that extent.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against GMR Infra Developers Limited and amount involved:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations#	Aggregate amount involved for the matters which are quantifiable (Rs in crores)
Company						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil

Against the Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By Promoters	5	5	0	0	1	1,052.00
Against Promoters	2	3	0	0	2	1,009.02
Subsidiaries						
By Subsidiaries	NA	NA	NA	NA	NA	NA
Against Subsidiaries	NA	NA	NA	NA	NA	NA

Notes:

In one of the material litigation against the Promoter, apart from an alleged claim of Rs 384 Crores (which is included in the aggregate amount stated above in the table) the issue of Prescribed Value of Put-option is yet to be decided by the Ld. Arbitral Tribunal, therefore, not included in the aggregate amount. Further, in another material litigation, the promoter has filed a writ petition before the Hon'ble High Court seeking relief against the lenders that no coercive action should be taken against the petitioners till the issue of gas allocation is finally decided by the Ministry of Petroleum & Natural Gas and Ministry of Power, wherein claim amount cannot be ascertained, and not included in the aggregate amount.

In accordance with the Materiality Policy

B. Brief details of top 5 material outstanding litigations against GMR Infra Developers Limited and amount involved: Not Applicable

Sr.No.	Particulars	Litigation filed by	Current status	Amount involved
1	NIL			
2				

C. Regulatory action, if any – disciplinary action taken by SEBI or stock exchanges against the promoters in last 5 financial years including outstanding action, if any: NIL

D. Brief details of outstanding criminal proceedings against promoters: There are 2 pending criminal cases against our promoter and the amount involved therein is not quantifiable.

ANY OTHER IMPORTANT INFORMATION OR MATERIAL DEVELOPMENT AS PER GMR INFRA DEVELOPERS LIMITED

There are no Material Developments in the Company except as mentioned in this Abridged Prospectus.

DECLARATION BY GMR INFRA DEVELOPERS LIMITED
We hereby declare that all relevant provisions of the Companies Act, 1956 the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines / regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 1956 the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct to be best of knowledge and belief.

For and on behalf of **GMR Infra Developers Limited**

Srinivas

M.V. Srinivas
Director
DIN: 02477894
Date: 31st October, 2023
Place: New Delhi

GMR INFRA DEVELOPERS LIMITED

October 31, 2023

To

BSE Limited
P J Towers, Dalal Street
Fort, Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub.: Due Diligence on the Abridged Prospectus of GMR Infra Developers Limited for the proposed Composite Scheme of Amalgamation and Arrangement between GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("Transferee Company") and GMR Airports Limited (Transferor Company 1" or "Company")) and GMR Infra Developers Limited ("Transferor Company 2") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme") Read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Dear Sir / Madam,

We, Sundae Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker, having Registration No. INM000012494 have been appointed by GMR Airports Infrastructure Limited to provide a compliance report with respect to adequacy and accuracy of disclosures made in the Abridged Prospectus of GMR Infra Developers Limited dated October 29, 2023 (the "**Abridged Prospectus**") under the proposed Composite Scheme of Amalgamation and Arrangement between GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) ("Transferee Company") and GMR Airports Limited (Transferor Company 1" or "Company") and GMR Infra Developers Limited ("Transferor Company 2") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme") Read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Scope and Purpose of Compliance Report

As required under the SEBI Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, a compliance report has to be obtained from a merchant banker on the information to be disclosed in the Explanatory Statement to the Notice to be issued for Tribunal convened meeting of the shareholders of listed company in line with information disclosed in abridged prospectus in terms of in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Part B of Schedule I of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021. The purpose of abridged prospectus is to inform the shareholders about the information / details of unlisted company as per the provisions of Companies Act, 2013, to the extent applicable, involved in the Scheme.

Sources of the Information

We have received the following information from the Management of GMR Airports Infrastructure Limited and GMR Infra Developers Limited:

1. Draft Scheme
2. Disclosure in the format of Abridged Prospectus dated October 29, 2023 prepared in accordance with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023

3. Information / documents / undertakings, etc provided by the Management of GMR Airports Infrastructure Limited and GMR Infra Developers Limited pertaining to the disclosures made in the Abridged Prospectus dated October 29, 2023.

Compliance Report

4. As required under the SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, we have examined the disclosures made in the Abridged Prospectus issued by GMR Infra Developers Limited, which shall form part of the explanatory statement to the Notice to be issued by GMR Airports Infrastructure Limited.

Accordingly, we confirm that the information disclosed in the Abridged Prospectus contains all applicable information required in respect of unlisted entity as per the provisions of Companies Act, 2013 involved in the Scheme, i.e. GMR Infra Developers Limited, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Part B of Schedule I of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

Thanking you,

Yours sincerely,
*For **Sundae Capital Advisors Private Limited***
(SEBI Regn. No. INM000012494)

ANCHAL LOHIA
Digitally signed by ANCHAL LOHIA
Date: 2023.10.31 16:19:59 +05'30'

Anchal Lohia
Assistant Vice President

GMR Airports Limited

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

Complaints Report

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NA	NA	NA

For GMR Airports Limited

Company Secretary
Sushil Kumar Dudeja

GMR AIRPORTS LIMITED

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

GMR AIRPORTS INFRASTRUCTURE LIMITED
(Formerly known as GMR Infrastructure Limited)

June 9, 2023

Listing Department
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir / Ma'am,

Sub: Complaint Report

Ref: Composite Scheme of Amalgamation and Arrangement under Regulation 37(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"): Application No. 171093

Please find below the detail of Compliant Report in relation to our application for in-principle approval (**"Application"**) for the composite scheme of amalgamation and arrangement (**"Scheme"**) for the merger of GMR Airports Limited (**"GAL"**) into and with GMR Infra Developers Limited (**"GIDL"**), and of the resultant entity into and with GMR Airports Infrastructure Limited (**"GIL"**) filed vide Application No. 171093 on April 12, 2023:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	NA
5.	Number of complaints pending	NA

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NA	NA	NA
2.	NA	NA	NA
3.	NA	NA	NA

For GMR Airports Infrastructure Limited
(Formerly GMR Infrastructure Limited)

GMR Airports Infrastructure Limited

T. Venkat Ramana
Company Secretary &
Compliance Officer

Corporate Office: New Udaan Bhawan, Opp. Terminal 3, Indira Gandhi International Airport, New Delhi - 110 037
Registered Office: Plot No. C-31, G Block, 701, 7th Floor, Naman Centre, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
CIN L45203MH1996PLC281138 **T** +91 11 4253 2600 **F** +91 11 4719 7181 **E** gil.cosecy@gmrgroup.in **W** www.gmrinfra.com

June 9, 2023

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051.

Dear Sir / Ma'am,

Sub: Complaint Report for the period from May 13, 2023 to June 02, 2023

Ref: Composite Scheme of Amalgamation and Arrangement under Regulation 37(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"): Application No. 35204

Please find below the detail of Compliant Report in relation to our application for in-principle approval ("**Application**") for the composite scheme of amalgamation and arrangement ("**Scheme**") for the merger of GMR Airports Limited ("**GAL**") into and with GMR Infra Developers Limited ("**GIDL**"), and of the resultant entity into and with GMR Airports Infrastructure Limited ("**GIL**") filed vide Application No. 35204 on April 12, 2023**:**

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	NIL
3.	Total Number of complaints/comments received (1+2)	NA
4.	Number of complaints resolved	NA
5.	Number of complaints pending	NA

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NA	NA	NA
2.	NA	NA	NA
3.	NA	NA	NA

For GMR Airports Infrastructure Limited
(Formerly GMR Infrastructure Limited)

T. Venkat Ramana
Company Secretary &
Compliance Officer