



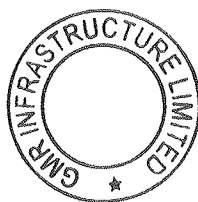
Corporate Office:
 New Udaan Bhawan, Opp. Terminal-3
 Indira Gandhi International Airport
 New Delhi-110037
 CIN: L45203MH1996PLC281138
 T +91 11 42532600
 F +91 11 47197181
 W www.gmrgroup.in
 E Gil.Cosecy@gmrgroup.in

To
 The General Manager
 Department of Corporate Services
 BSE Limited
 P.J. Towers
 Dalal Street
 Mumbai - 400001
 BSE script code: 532754

Sub: Application under Regulation 37 of the SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company"), GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders ("Scheme")

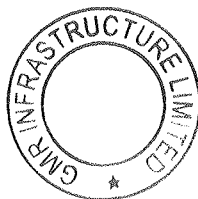
It is hereby certified that the draft scheme of amalgamation and arrangement involving GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company") , GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time ('the Circular'), including the following:

Sl.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes



Registered Office:
 Plot No. C-31, G Block
 7th Floor, Naman Centre
 Bandra Kurla Complex (Opp. Dena Bank)
 Bandra(East), Mumbai-400 051

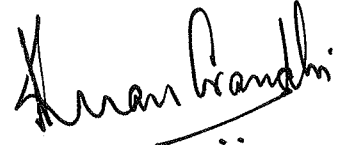
Requirements of the Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Complied The documents have been submitted vide our September 22, 2020 application dated with BSE and NSE.
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Yes, will be complied in accordance with the circular.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes Copy of Valuation Report is attached as Annexure 3
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes Copy of Auditors' certificate is attached as Annexure 10
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requirement relating to provisions of approval of public shareholders through e-voting is not required. Undertaking certified by the Auditor clearly stating the reasons for non - applicability of sub para 9(A) is attached as Annexure 13.


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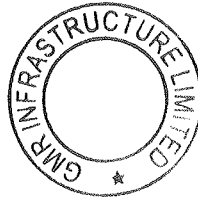
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T. Venkat Ramana
Company Secretary


Grandhi Kiran Kumar
Managing Director & CEO

Certified that the transactions / accounting treatment provided in the draft scheme of amalgamations and arrangement involving GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company"), GMR Power and Urban Infra Limited ("GPUIL") are in compliance with all the Accounting Standards applicable to a listed entity.


Saurabh Chawla
Chief Financial Officer
(Executive Director- Finance &
Strategic Initiatives)




Grandhi Kiran Kumar
Managing Director & CEO

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To,
Manager - Listing Compliance
National Stock Exchange of
India Limited 'Exchange
Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051
Scrip Code: GMRINFRA

Sub: Application under Regulation 37 of the SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company"), GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders ("Scheme")

It is hereby certified that the draft scheme of amalgamation and arrangement involving GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company") , GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time ('the Circular'), including the following:

SN	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR	Corporate governance requirements	Yes
2	Regulation 11 of LODR	Compliance with securities laws	Yes
Requirements of the Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Complied The documents have been submitted vide our application dated September 22, 2020 with BSE and NSE.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, will be complied in accordance with the circular.

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(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes- Copy of Valuation Report is attached as Annexure 2
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes Copy of Auditors' certificate is attached as Annexure 7
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requirement relating to provisions of approval of public shareholders through e-voting is not required. Undertaking from the Auditor clearly stating the reasons for non - applicability of sub para 9(A) is attached as Annexure 9.



T. Venkat Ramana
Company Secretary

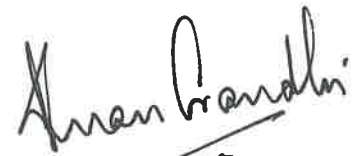


Grandhi Kiran Kumar
Managing Director & CEO

Certified that the transactions / accounting treatment provided in the draft scheme of amalgamation and arrangement involving GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company"), GMR Power and Urban Infra Limited ("GPUIL") are in compliance with all the Accounting Standards applicable to a listed entity.



Saurabh Chawla
**Chief Financial Officer
 (Executive Director- Finance &
 Strategic Initiatives)**



Grandhi Kiran Kumar
Managing Director & CEO



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