

Date: 29 July 2024

To,

BSE Limited

25th Floor, Pheroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

Sub: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “Takeover Code”)

Dear Sir / Ma’am,

Pursuant to the composite scheme of amalgamation and arrangement among GMR Airports Limited, GMR Infra Developers Limited, GMR Airports Infrastructure Limited and their respective shareholders and creditors becoming effective, please find enclosed the disclosure by Aéroports de Paris S.A. and GMR Infra Services Private Limited under Regulation 10(6) of the Takeover Code.

Yours sincerely,

For and on behalf of **Aéroports de Paris S.A.**



Name: Philippe Paxod
Title: Chief Financial Officer

For and on behalf of **GMR Infra Services Private Limited**



Name: Alexin Rolin
Title: Director

Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of Securities Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	GMR Airports Infrastructure Limited
2.	Name of the acquirer(s)	1. Aéroports de Paris S.A. 2. GMR Infra Services Private Limited
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>Allotment of equity shares and optionally convertible redeemable preference shares (“OCRPS”) by GMR Airports Infrastructure Limited on 25 July 2024 to Aéroports de Paris S.A. and GMR Infra Services Private Limited (as applicable), pursuant to the composite scheme of amalgamation and arrangement among GMR Airports Limited, GMR Infra Developers Limited, GMR Airports Infrastructure Limited and their respective shareholders and creditors under sections 230-232 of the Companies Act, 2013 sanctioned by the National Company Law Tribunal, Chandigarh bench on 11 June 2024.</p> <p>Note: The composite scheme of amalgamation and arrangement among GMR Airports Limited, GMR Infra Developers Limited, GMR Airports Infrastructure Limited and their respective shareholders and creditors provides for inter-alia:</p> <p>a) merger of GMR Airports Limited with GMR Infra Developers Limited in consideration for which equity shares and OCRPS had been allotted to the shareholders of GMR Airports Limited i.e., to Aéroports de Paris S.A. and GMR Infra Services Private Limited such that Aéroports de Paris S.A. and GMR Infra Services Private Limited collectively hold 56.25% of the equity share capital, and (ii) GMR Infra Services Private Limited holds 37.23% of the preference share capital of GMR Infra Developers Limited (the resulting entity);</p> <p>b) cancellation of the equity shares of GMR Airports Limited issued to GMR Infra Developers Limited;</p> <p>c) merger of GMR Infra Developers Limited with GMR Airports Infrastructure Limited in consideration for which equity shares and OCRPS have been allotted to</p>

		the shareholders of merged GMR Infra Developers Limited, such that (i) Aéroports de Paris S.A. and GMR Infra Services Private Limited collectively hold 32.30% of the equity share capital of GMR Airports Infrastructure Limited (24.65% shareholding on a fully diluted basis), and (ii) GMR Infra Services Private Limited holds 100% of the preference share capital of GMR Airports Infrastructure Limited (18.83% shareholding on a fully diluted basis); and d) cancellation of the equity shares of GMR Infra Developers Limited issued to GMR Airports Infrastructure Limited.			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(ii)			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	NOT REQUIRED			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	Name of the transferor / seller	NOT REQUIRED			
	Date of acquisition				
	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above				
	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC				
	Price at which shares are proposed to be acquired / actually acquired				
8.	Shareholding details	Pre-transaction		Post-transaction	
		No. of shares held	% w.r.t total share	No. of shares held	% w.r.t total share

				capital of TC		capital of TC
	a.	Each Acquirer / Transferee (*)				
	(i)	Aéroports de Paris S.A.	Nil	N.A.	3,15,30,31,945 equity shares#	22.79% on a fully diluted basis
	(ii)	GMR Infra Services Private Limited	Nil	N.A.	25,75,82,066 equity shares 6,51,11,022 OCRPS (convertible into 2,60,44,40,880 equity shares)##	1.86% on a fully diluted basis 18.83% on a fully diluted basis
		TOTAL	Nil	N.A.	ADP and GISL: 3,41,06,14,011 equity shares GISL: 6,51,11,022 OCRPS (convertible into 2,60,44,40,880 equity shares)##	24.65% on a fully diluted basis 18.83% on a fully diluted basis Total: 43.48% on a fully diluted basis
	b.	Each Seller / Transferor	N.A.		N.A.	

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

GIL issued and allotted 3,30,817 foreign currency convertible bonds of EUR 1,000 to ADP on March 24, 2023, which are convertible into 67,06,00,981 equity shares equivalent to 4.85% on a fully-diluted basis (post-merger capital) without taking interest into account, which is not included in the number of equity shares held by ADP in GIL.

GISL holds 6,51,11,022 OCRPS which are convertible into 2,60,44,40,880 equity shares equivalent to 18.83% on a fully-diluted basis (post-merger capital).

For and on behalf of **Aéroports de Paris S.A.**



Name: Philippe Pascal
Title: Chief Financial Officer
Place: PARIS

For and on behalf of **GMR Infra Services Private Limited**



Name: Alexia Riola
Title: Director
Place: New Delhi

[Signature Page to the Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]