

23rd March, 2022
The General Manager,
Department of Corporate Services,
BSE Limited, P.J. Towers,
Dalal Street, Mumbai – 400 001.



The National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Sub.: Intimation under Regulation 30 read with Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Scheme of Amalgamation of GVK Airport Services Private Limited, GVK Power (Khadur Sahib) Private Limited, GVK Shivpuri Dewas Expressway Private Limited, Sutara Roads & Infra Limited with GVK Power & Infrastructure Limited and their respective shareholders and creditors.

Ref.: a) BSE Scrip Code: 532708 NSE Scrip Code: GVKPIL

b) Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/4/2015 dated 09 September 2015.

Dear Sir/ Ma'am,

1. The Board of Directors of the GVK Power & Infrastructure Limited ("**Company**") in its meeting held today i.e. 23-03-2022 at 11.30 am have approved the draft Scheme of Amalgamation of GVK Airport Services Private Limited ("**Transferor Company-1**"), GVK Power (Khadur Sahib) Private Limited ("**Transferor Company-2**"), GVK Shivpuri Dewas Expressway Private Limited ("**Transferor Company-3**"), Sutara Roads & Infra Limited ("**Transferor Company-4**") (together referred to as "**Transferor Companies**") with the Company i.e. GVK Power & Infrastructure Limited ("**Transferee Company**") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 with the Appointed Date as 1st April, 2021 ("**Draft Scheme**").
2. Transferor Company 1, Transferor Company 2, Transferor Company 3 are wholly owned subsidiaries of the Company. Transferor Company 4 is a step-down wholly-owned subsidiary of the Company.



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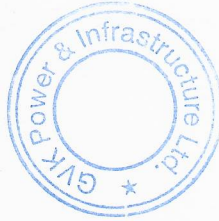
3. The Draft Scheme is subject to necessary statutory and regulatory approvals including the approvals of National Company Law Tribunal, Hyderabad the respective shareholders and creditors of each of the companies. The disclosures required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09 September, 2015 is enclosed as **Annexure A** to this intimation letter.

We request that this letter along with its Annexure A be taken on record.

For GVK Power & Infrastructure Limited

A handwritten signature in blue ink, appearing to be 'P V Rama Seshu'.

P V Rama Seshu
Vice President & Company Secretary





Annexure A

Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09 September, 2015

Amalgamation of GVK Airport Services Private Limited, GVK Power (Khadur Sahib) Private Limited, GVK Shivpuri Dewas Expressway Private Limited, Sutara Roads & Infra Limited with GVK Power & Infrastructure Limited.

1. **Name of the entities forming part of the amalgamation, details in brief such as, size, turnover etc.**

1.1. Details of Transferor Companies

- a. **GVK Airport Services Private Limited or Transferor Company-1** is a private limited company incorporated under the Companies Act, 1956 on 17 July 2007, having Corporate Identification Number (CIN): U45400AP2007PTC054816 and its registered office at 156-159, Paigah House, Sardar Patel Road, Secunderabad – 500 003, Telangana, India.

The Transferor Company-1 is a wholly-owned subsidiary of GVK Power & Infrastructure Limited and is not listed on any stock exchange in India or abroad.

- b. **GVK Power (Khadur Sahib) Private Limited or Transferor Company-2** is a private limited company incorporated under the Companies Act, 1956 on 12 April 2011, having Corporate Identification Number (CIN): U40102AP2011PTC073797 and its registered office at 156-159, Paigah House, Sardar Patel Road, Secunderabad – 500 003, Telangana, India.

The Transferor Company-2 is a wholly-owned subsidiary of GVK Power & Infrastructure Limited and is not listed on any stock exchange in India or abroad.

- c. **GVK Shivpuri Dewas Expressway Private Limited or Transferor Company-3** is a private limited company incorporated under the Companies Act, 1956 on 07 October 2011, having Corporate Identification Number (CIN): U45400TS2011PTC076856 and its registered office at 156-159, Paigah House, Sardar Patel Road, Secunderabad – 500 003, Telangana, India.





The Transferor Company-3 is a wholly owned subsidiary of GVK Power & Infrastructure Limited and is not listed on any stock exchange in India or abroad.

- d. **Sutara Roads & Infra Limited or Transferor Company-4** is a public limited company incorporated under the Companies Act, 2013 on 26 May 2015, having Corporate Identification Number (CIN): U45300TG2015PLC099082 and its registered office at 156-159, Paigah House, Sardar Patel Road, Secunderabad – 500 003, Telangana, India.

The Transferor Company-4 is a step-down wholly-owned subsidiary of GVK Power & Infrastructure Limited and is not listed on any stock exchange in India or abroad.

1.2. Details of Transferee Company

GVK Power & Infrastructure Limited or Transferee Company is a public limited company incorporated under the Companies Act, 1956 on 20 April 2005, having Corporate Identification Number (CIN): L74999TG2005PLC059013 and its registered office at 156-159, Paigah House, Sardar Patel Road, Secunderabad – 500 003, Telangana, India.

The Transferee Company is a listed company and listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) bearing scrip codes as indicated above.

2. Details of net worth and revenue of the Transferee Company and the Transferor Companies

Name of the Companies	(Amount in INR)	
	Net Worth as on 31 December 2021*	Total Revenue as on 31 December 2021*
GVK Power & Infrastructure Limited	859,15,39,400	79,02,00,000
GVK Airport Services Private Limited	91,32,055	14,006
GVK Power (Khadur Sahib) Private Limited	1,00,000	-
GVK Shivpuri Dewas Expressway Private Limited	(4,815)	4,37,399
Sutara Roads & Infra Limited	(8,88,058)	8,34,031

* As per unaudited financial statements

3. Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”?

The Transferor Companies are direct / indirect wholly owned subsidiaries of the Transferee Company. The proposed merger does not fall within the purview of related party transactions in view of General Circular No. 30 of 2014 dated 17 July 2014 issued by the Ministry of





Corporate Affairs and since the same is subject to the sanction of the National Company Law Tribunal. Further, pursuant to Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the proposed scheme of amalgamation.

4. Area of business of the entities

- 4.1. GVK Airport Services Private Limited or Transferor Company-1 is engaged in the business of infrastructure and ancillary services.
- 4.2. GVK Power (Khadur Sahib) Private Limited or Transferor Company-2 is engaged in the business of infrastructure and ancillary services.
- 4.3. GVK Shivpuri Dewas Expressway Private Limited or the Transferor Company-4 is engaged in the business of road construction and maintenance.
- 4.4. Sutara Roads & Infra Limited or The Transferor Company-4 is engaged in the business of infrastructure and ancillary services.
- 4.5. GVK Power & Infrastructure Limited or Transferee Company is engaged in the business of power, infrastructure and ancillary services.

5. Rationale for amalgamation / merger

By this Draft Scheme, it is proposed to amalgamate the Transferor Companies into the Transferee Company for the purposes of better, efficient and economical management, control and running of the respective businesses of the Transferor Companies after their merger into the Transferee Company, and for further development and growth of the business of the Transferee Company and for administrative convenience.

6. In case of cash consideration – amount or otherwise share exchange ratio

There is no cash consideration involved. The Transferor Companies are direct / indirect wholly owned subsidiaries of the Transferee Company. Upon the Draft Scheme being sanctioned and becoming effective, all the shares of the Transferor Companies held by the Transferee Company and its nominee(s) as on the effective date shall stand cancelled, without any further act or deed.





7. **Brief details of change in shareholding pattern (if any) of listed entity**

There will not be any change in the shareholding pattern of the Transferee Company upon the implementation of the Draft Scheme as the Transferor Companies are direct / indirect wholly-owned subsidiaries of the Transferee Company.

