

OI Assessment Report 202400682 – GMR Airports International B.V. and GMR Airports Limited

Ki / To: Emma Kelly – Principal Customer
Regulatory Specialist
(Assessment) – Overseas
Investment

Rā / Date: 2 December 2024

Mai / From: Natasha Wall – Customer
Regulatory Specialist
(Assessment) – Overseas
Investment

**Rā Mutunga/
Deadline:** 5 December 2024

Pūtake/Purpose

We seek your decision on an application under section 29A(1) for an assessment of whether the below-referenced individuals and entities meet the investor test under section 18A(3)-(5) of the Overseas Investment Act 2005 (**Act**).

Summary

Applicants	GMR Airports Limited and GMR Airports International B.V.
Application	Standalone investor test assessment under section 29A
Relevant tests	Investor test ¹

GMR Airports Limited and GMR Airports International B.V. (collectively, the **Applicant**) is a multinational airport operator. The Applicant is Asia’s largest private airport operator and the world’s second largest private airport operator.

The Applicant is contemplating entering an offer to [s 9(2)(b)(ii)]. If successful, the transaction will require consent as it is [s 9(2)(b)(ii)]. [s 9(2)(b)(ii)] prior to making an offer.

Timing

A decision is required by 5 December 2024 to comply with the expectation in the Ministerial Directive Letter² that the majority of consent decisions are made within half the prescribed assessment timeframe.³

¹ Sections s29A(1), s18A(3)-(5) of the Act.

² Dated 6 June 2024.

³ The assessment timeframe for this application is 30 working days.

Decision

1. I have determined that, for the reasons set out in this report:
 - the relevant overseas person(s) and individuals with control are as set out in the report;
 - none of the investor test factors are established; and
 - none of the relevant overseas person(s) or individuals with control have been an investor in respect of a transaction of national interest for which consent was declined for reasons connected to that investor under section 20C.
2. I am therefore satisfied that the investor test has been met for all individuals and entities listed above.

[s 9(2)(a)]

Emma Kelly

Principal Customer Regulatory Specialist (Overseas Investment - LINZ)

Date: 4 December 2024

Released under the Official Information Act 1982

A. Application of the Act

3. Section 29A(1) of the Act provides that a person may apply at any time for an assessment under the investor test that is not part of an application for consent under the Act.⁴
4. The application may include persons who together are contemplating an overseas investment transaction, and persons who would be associates of those persons should the transactions go ahead.⁵
5. The investor test is met in respect of an investor if you are satisfied that:
 - None of the investor test factors are established;⁶ or
 - Any investor test factor or factors that are established do not make the investor unsuitable to own or control any sensitive New Zealand assets.
6. To make a determination under s 29A, you must also be satisfied that none of the relevant overseas person(s) or individuals with control have been an investor in respect of a transaction of national interest for which consent was declined for reasons connected to that investor under section 20C.⁷

B. Assessment

7. This section describes the Applicant, assesses whether the investor test is met, and assesses whether a determination can be made under s 29A.

Business Activities

8. The Applicant is engaged in the development, operation, and maintenance of airports. Its business activities include airport design, construction, managing day-to-day activities, and maintaining service standards for safety and efficiency.
9. The Applicant has 7 airports in operation and 2 under development. Its key operations are in Delhi, Hyderabad, Goa and Medan.

Ownership and control

10. GMR Airports Limited is primarily based in India and is ultimately owned by GMR Group, Groupe ADP and is publicly listed.
11. GMR Airports International B.V. is an intermediary company and its registered business office is in Amsterdam. It is wholly owned by GMR Airports Limited, and holds GMR Airports Limited's investments in various countries.

⁴ Section 29A(1) of the Act.

⁵ Section 29A(7) of the Act.

⁶ Section 18A of the Act.

⁷ Section 29A(5) of the Act.

12. A diagram of the intended ownership structure regarding the contemplated acquisition of [s 9(2)(b)(ii)] is in **Attachment 2**.

Relevant overseas person and individuals with control

13. We recommend that the '**relevant overseas person**' is (collectively):

Relevant overseas person	Reason
GMR Airports Limited	Applicant
GMR Airports International B.V.	Applicant (Intermediary company)

14. We recommend that the '**individuals with control of the relevant overseas person**'⁸ are:

Individuals with control ^{*9}	Role
Mallikarjuna Rao Grandhi	Non-Executive Chairman of GMR Airports Limited
Buchi Sanyasi Raju Grandhi	Non-Executive Vice Chairman of GMR Airports Limited
Kiran Kumar Grandhi	Managing Director & CEO of GMR Airports Limited
Srinivas Bommidala	Non-Executive Director of GMR Airports Limited
Prabhakara Rao Indana	Additional Director and Deputy Managing Director of GMR Airports Limited
Augustin Pascal Pierre Louis Marie de Romanet de Beaune	Additional Director (Non-Executive) of GMR Airports Limited
Philippe Eric Pascal	
Alexis Benjamin Riols	Additional Director (Executive) of GMR Airports Limited
Bijal Tushar Ajinkya	Independent Director of GMR Airports Limited
Suresh Lilaram Narang	

⁸ Section 15 of the Act.

⁹ Individuals marked with an asterisk are not overseas persons, either because they are New Zealand citizens or are ordinarily resident in New Zealand, therefore they do not need to meet the investor test.

Sadhu Ram Bansal	
Ramachandran Mundayat	
Sankara Rao Emandi	
Subba Rao Amarthaluru	
Alexandre Guillaume Roger Ziegler	Additional Independent Director of GMR Airports Limited
Anil Chaudhry	
Antoine Roger Bernard Crombez	Alternate Director to Mr. Philippe Pascal at GMR Airports Limited
Erik Reijnierse	Managing Director of GMR Airports International B.V.
Philip Thomas Walter Rutovitz	
Prakash Kumar Diwan	Managing Director of GMR Airports International B.V. and proposed director of NZ SPV
John Michael Thorman*	Director of NZ SPV (to be incorporated)

Summary of investor test

15. The relevant overseas persons and individuals with control established none of the factors contained in section 18A(4) of the Act, therefore we consider the **investor test has been met**.

Transactions of national interest

16. None of the relevant overseas person(s) or individuals with control have been an investor in respect of a transaction of national interest for which consent was declined for reasons connected to that investor under section 20C.
17. For this reason, LINZ are not aware of any circumstances which prevent a determination being made under s 29A(5).

C. Conclusion

18. For the reasons set out in this report, we consider that **the investor test has been met** in relation to the listed entities and overseas individuals, and there are no circumstances which prevent a determination being made.
19. We refer you to **Attachment 1** to review the Proposed Decision and from page 2 of this Assessment Report to record your decision.

D. Attachments

1. Proposed Decision
2. Ownership Structure

Released under the Official Information Act 1982

ATTACHMENT 1 PROPOSED DECISION

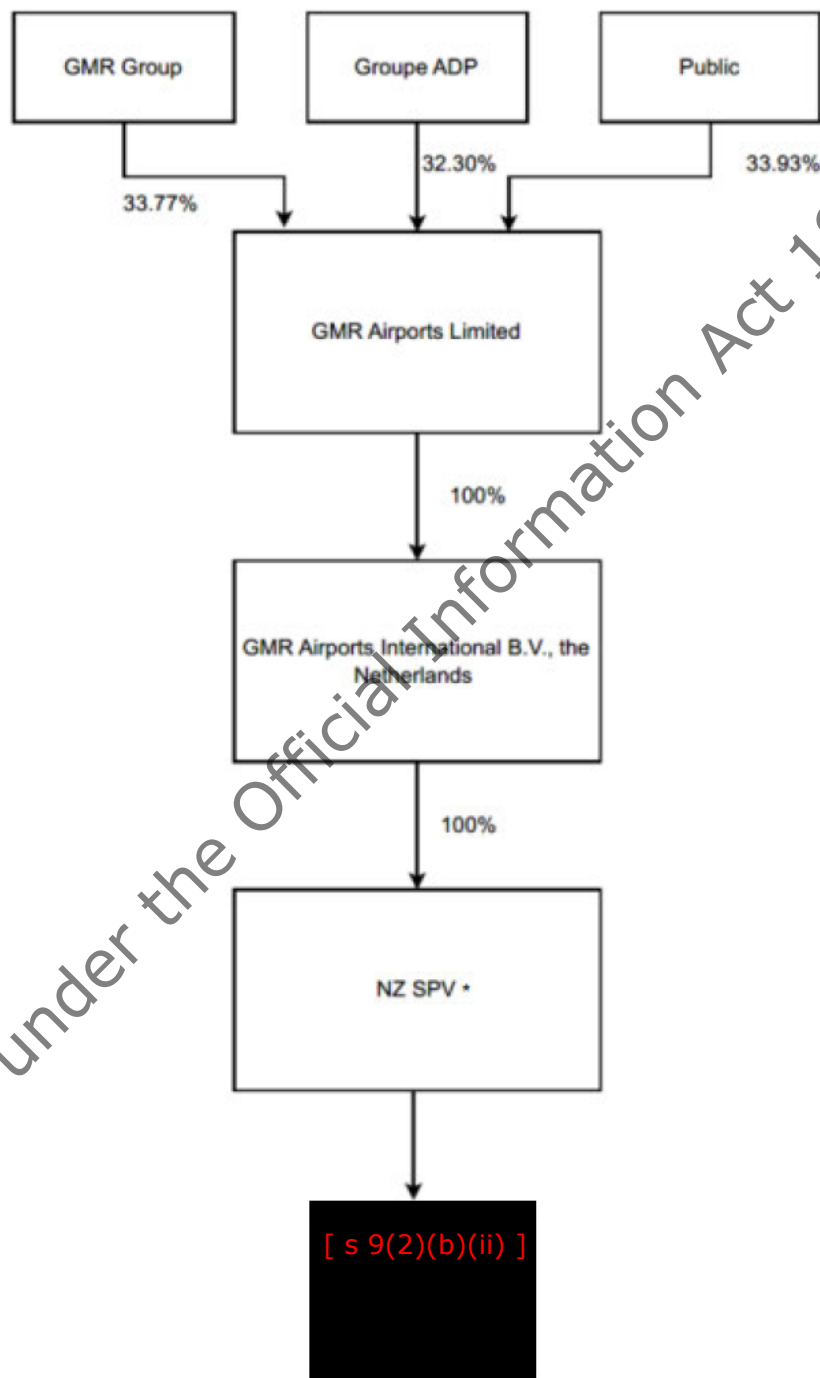
Standalone Investor Assessment under section 29A(1) of the Overseas Investment Act 2005

Assessment

Decision date: 4 December 2024

The following entities and individuals have been assessed as meeting the following test:

Case	202400682
Investors	<p><u>Entities:</u></p> <p>GMR Airports Limited; and GMR Airports International B.V.</p> <p><u>Individuals:</u></p> <p>Mallikarjuna Rao Grandhi; Buchi Sanyasi Raju Grandhi; Kiran Kumar Grandhi; Srinivas Bommalala; Prabhakara Rao Indana; Augustin Pascal Pierre Louis Marie de Romanet de Beaune; Philippe Eric Pascal; Alexis Benjamin Riols; Bijal Tushar Ajinkya; Suresh Lilaram Narang; Sadhu Ram Bansal; Ramachandran Mundayat; Sankara Rao Emandi; Subba Rao Amarthaluru; Alexandre Guillaume Roger Ziegler; Anil Chaudhry; Antoine Roger Bernard Crombez; Erik Reijnierse; Philip Thomas Walter Rutovitz; Prakash Kumar Diwan; and John Michael Thorman</p>
Standalone investor assessment	The Investors have met the investor test as of the decision date.
Timeframe	Each Investor is assessed as having met the investor test for a period of 5 years from the decision date, or until circumstances change which mean the Investor establishes one or more investor test factors, whichever is earlier.

ATTACHMENT 2 OWNERSHIP STRUCTURE

*NZ SPV to be established