

Date: March 10, 2023

Email ID : GHIAL-CS@gmrgroup.in

BSE Limited
1st Floor, New Trading Ring
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai - 400001

BSE Scrip Code: 974419

Dear Sir/ Madam,

Sub: Announcement of Satisfaction of the Financing Condition and Early Settlement Date.

Ref: Intimation under Regulation 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further to our intimations dated January 16, 2023; January 20, 2023, February 21, 2023 and March 8, 2023 please find enclosed herewith the announcement filed with the Singapore Stock Exchange with respect to (a) Satisfaction of the Financing Condition and the acceptance for purchase of the 2024 Notes tendered at or prior to the Early Tender Deadline with respect to its previously announced tender offer; and (b) the Early Settlement Date in respect of the 2024 Notes validly tendered and accepted for purchase pursuant to the Tender Offers, which is expected to be on March 14, 2023.

This is for your information and records please.

Thanking you.

Yours truly,
For GMR Hyderabad International Airport Limited


Kiran Kumar Manikwar
Company Secretary & Compliance Officer



Encl.: as above

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This announcement is for information purposes only and is not an offer to sell or the solicitation of an offer to acquire, purchase or subscribe for securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever.

Announcement by



HYDERABAD RAJIV GANDHI
INTERNATIONAL AIRPORT



GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

(Incorporated with limited liability in the Republic of India)

GMR Hyderabad International Airport Limited, a limited liability company incorporated in the Republic of India (the “**Company**”), hereby announces the satisfaction of the Financing Condition and the acceptance for purchase of the 2024 Notes tendered at or prior to the Early Tender Deadline with respect to its previously announced tender offer to purchase for cash (the “**Tender Offers**”) up to U.S.\$100,000,000 in aggregate principal amount (the “**Maximum Acceptance Amount**”), upon the terms and subject to the conditions set forth in the Tender Offer Memorandum dated February 21, 2023, of its outstanding:

- (1) 5.375% Senior Secured Notes due 2024 (ISIN: USY3004WAB82, CUSIP: Y3004W AB8, Common Code: 196972706 (Regulation S); ISIN: US36256WAB00, CUSIP: 36256W AB0, Common Code: 196972668 (Rule 144A)) (the “**2024 Notes**”); and/or
- (2) 4.75% Senior Secured Notes due 2026 (ISIN: USY3004WAC65; CUSIP: Y3004W AC6; Common Code: 229281577 (Regulation S); ISIN: US36256WAC82; CUSIP: 36256W AC8; Common Code: 229281569 (Rule 144A)) (the “**2026 Notes**” and together with the 2024 Notes, the “**Notes**”),

issued by the Company and constituted by the indenture dated April 10, 2019 (in relation to the 2024 Notes) and the indenture dated February 2, 2021 (in relation to the 2026 Notes), each as modified, supplemented and amended from time to time, between the Company and HSBC Bank USA, National Association. The Company has previously announced the early results of the Tender Offers as of the Early Tender Deadline on March 8, 2023. Capitalized terms used but not defined herein shall have the meanings given to them in the Tender Offer Memorandum, which is available on the Tender Offer Website (<https://projects.morrowsodali.com/GMRHyderabad>, subject to eligibility and registration).

Satisfaction of the Financing Condition, Acceptance of the 2024 Notes and Purchase Price

The Company hereby announces that the Financing Condition has been satisfied as of the date of this announcement. The Company also confirms its acceptance for purchase of U.S.\$99,950,000 in aggregate principal amount of the 2024 Notes validly tendered pursuant to the Tender Offers, which is the amount of all the 2024 Notes validly tendered at or prior to the Early Tender Deadline with a Scaling Factor of 88.944% applied, rounded down to the nearest U.S.\$1,000. The aggregate consideration expected to be paid

by the Company to the Noteholders of the 2024 Notes validly tendered and accepted is U.S.\$1,010.00 per U.S.\$1,000 in principal amount of the 2024 Notes, plus accrued interest from (and including) the immediately preceding interest payment date for the 2024 Notes to (but excluding) the Early Settlement Date. All of the 2024 Notes not accepted as a result of scaling will be returned to the Noteholders on the Early Settlement Date.

In accordance with the Acceptance Priority, the Company will not accept any of the 2026 Notes tendered at or prior the Early Tender Deadline and, as the aggregate principal amount of Notes validly tendered at or prior to the Early Tender Deadline exceeds the Maximum Acceptance Amount, the Company will also not accept for purchase any Notes tendered after the Early Tender Deadline.

Early Settlement Date

Subject to the satisfaction or waiver of the other conditions set forth in the Tender Offer Memorandum, the Early Settlement Date in respect of the 2024 Notes validly tendered and accepted for purchase pursuant to the Tender Offers is expected to be on March 14, 2023.

The aggregate principal amount of the 2024 Notes outstanding after the settlement of the Tender Offers will be U.S.\$73,610,000, and the aggregate principal amount of the 2026 Notes outstanding will remain as U.S.\$287,315,000.

Questions and requests for assistance in connection with the Tender Offers should be directed to the Dealer Managers: The Hongkong and Shanghai Banking Corporation Limited (tel: +852 3941 0223 (Hong Kong) / +44 20 7992 6237 (London) / +1 (212) 525 5552 (New York), email: liability.management@hsbcib.com) or J.P. Morgan Securities plc (fax: +44 20 3493 0682 email: liability_management_asia@jpmorgan.com).

Questions or requests for assistance in participating in the Tender Offers and the delivery of Tender Instructions may be directed to the Information and Tender Agent: Morrow Sodali Limited (tel: +852 2319 4130 (in Hong Kong), +44 20 4513 6933 (in London) and +1 203 609 4910 (in Stamford), email: gmrhyderabad@investor.morrowsodali.com).

THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER OR AN INVITATION TO PARTICIPATE IN THE TENDER OFFERS. THE TENDER OFFERS ARE BEING MADE PURSUANT TO A TENDER OFFER MEMORANDUM, A COPY OF WHICH WILL BE DELIVERED TO THE NOTEHOLDERS, AND WHICH SETS FORTH THE COMPLETE TERMS AND CONDITIONS OF THE TENDER OFFERS. NOTEHOLDERS ARE URGED TO READ THE TENDER OFFER MEMORANDUM CAREFULLY BEFORE MAKING ANY DECISION WITH RESPECT TO THEIR NOTES.

TENDER OFFER WEBSITE: <HTTPS://PROJECTS.MORROWSODALI.COM/GMRHYDERABAD>.

NEITHER THIS ANNOUNCEMENT NOR THE TENDER OFFER MEMORANDUM CONSTITUTES AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL NOTES IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL TO DO SO, AND TENDERS OF NOTES FOR PURCHASE PURSUANT TO THE TENDER OFFERS WILL NOT BE ACCEPTED FROM NOTEHOLDERS IN ANY CIRCUMSTANCES IN WHICH SUCH OFFER OR SOLICITATION IS UNLAWFUL. IN THOSE JURISDICTIONS WHERE THE SECURITIES, BLUE SKY OR OTHER LAWS REQUIRE AN INVITATION TO TENDER TO BE MADE BY A LICENSED BROKER OR DEALER AND THE DEALER MANAGERS OR THEIR AFFILIATE IS SUCH A LICENSED BROKER OR DEALER IN SUCH JURISDICTIONS, ANY INVITATION SHALL BE DEEMED TO BE MADE ON BEHALF OF THE OFFER BY THE DEALER MANAGERS OR SUCH AFFILIATE, AS THE CASE

MAY BE, AND NO INVITATION IS MADE IN ANY SUCH JURISDICTION WHERE THE DEALER MANAGERS OR THEIR RELEVANT AFFILIATE IS NOT SO LICENSED.

THE TENDER OFFERS AND THE TENDERING OF NOTES (NOT BEING SECURITIES LISTED ON A STOCK EXCHANGE IN INDIA) WILL NOT BE REGULATED IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED. THE TENDER OFFERS WILL NOT BE, AND HAVE NOT BEEN, OFFERED IN INDIA BY MEANS OF ANY DOCUMENT AND DOES NOT CONSTITUTE AN ADVERTISEMENT, INVITATION, OFFER OR SOLICITATION OF AN OFFER TO BUY BACK ANY NOTES IN VIOLATION OF APPLICABLE INDIAN LAWS (INCLUDING REGULATIONS GOVERNING EXTERNAL COMMERCIAL BORROWINGS). ACCORDINGLY, ANY NOTEHOLDER PARTICIPATING IN THE TENDER OFFERS WILL BE DEEMED TO HAVE ACKNOWLEDGED, REPRESENTED AND AGREED THAT IT IS ELIGIBLE TO TENDER ITS NOTES PURSUANT TO APPLICABLE LAWS AND REGULATIONS.

March 10, 2023

By Order of the Board

Board of Director, GMR Hyderabad International Airport Limited