

Date: March 15, 2023

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BSE Limited

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

BSE Scrip Code: 974419

Dear Sir/ Madam,

Sub: Announcement of early settlement with respect to the previously announced tender offer to purchase for cash the outstanding of (1) 5.375% Senior Secured Notes due 2024 and (2) 4.75% Senior Secured Notes due 2026.

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 08, 2023 please find enclosed herewith the announcement filed with the Singapore Stock Exchange on the early settlement with respect to the previously announced tender offer, to purchase for cash the outstanding (1) 5.375% Senior Secured Notes due 2024; and (2) 4.75% Senior Secured Notes due 2026 (Foreign Currency Bonds), up to an aggregate principal amount of US\$ 100,000,000.

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



The Singapore Exchange Securities Trading Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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



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 early settlement 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 (i) the early results of the Tender Offers as of the Early Tender Deadline on March 8, 2023 and (ii) the satisfaction of the Financing Condition and the acceptance for purchase of the 2024 Notes tendered at or prior to the Early Tender Deadline on March 10, 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).

Pursuant to the settlement of the Tender Offer with respect to the 2024 Notes, the Company paid a total of U.S.\$103,247,655.85, comprised of (i) the Early Tender Consideration in the amount of U.S.\$1,010.00 per U.S.\$1,000 in principal amount of the 2024 Notes, and (ii) the applicable accrued interest payment, with respect to U.S.\$99,950,000 in aggregate principal amount of the 2024 Notes

validly tendered at or prior to the Early Tender Deadline. Accordingly, U.S.\$99,950,000 in aggregate principal amount of the 2024 Notes was cancelled on March 14, 2023. As of the date of this announcement, the aggregate principal amount of the 2024 Notes outstanding is U.S.\$73,610,000, and the aggregate principal amount of the 2026 Notes outstanding will remain as U.S.\$287,315,000.

The Tender Expiration Deadline of the Tender Offers will be 11:59 p.m. (New York City time) on March 20, 2023 (or such other time and/or date as determined by the Company, in its sole discretion, to the extent it exercises its right to extend, withdraw, amend and/or terminate the Tender Offers (subject to applicable law and as provided in the Tender Offer Memorandum)). The Company will not accept for purchase any Notes validly tendered by Noteholders after the Early Tender Deadline for the Late Tender Consideration.

As soon as reasonably practicable following the Tender Expiration Deadline, the Company will announce the completion of the Tender Offers.

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.](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 15, 2023

By Order of the Board

Board of Director, GMR Hyderabad International Airport Limited