

28th January, 2022

To,
Singapore Exchange Limited
SGX Centre Office
2 Shenton Way, #02-02,
SGX Centre 1, Singapore 068804

Dear Sir,

Sub: Results of the Consent Solicitations in respect of the U.S.\$500,000,000 4.0% Senior Secured Notes due 2026 (the "2026 Notes") and U.S.\$500,000,000 4.25% Senior Secured Notes due 2036 (the "2036 Notes").

Ref: Our earlier intimation dated 5th January, 2022 intimating notice of meetings dated 28th January, 2022 in respect of 2026 Notes and 2036 Notes.

With reference to above, please find attached herewith the announcement of the results of the Meetings in respect of the Consent Solicitations Process for the 2026 Notes and 2036 Notes approving the Proposals as set out in the "Consent Solicitation Memorandum" dated 5th January 2022.

Thanking you,

Yours faithfully,
For **Adani Transmission Limited**



Jaladhi Shukla
Company Secretary

Encl: as Above

Copy to –
BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400001
Scrip Code: 539254

National Stock Exchange of India Limited
Exchange plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051.
Scrip Code: ADANITRANS

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Adani Transmission Limited, in its capacity as issuer

(incorporated with limited liability under the laws of the Republic of India)

announces the Results of the Consent Solicitations in respect of the

U.S.\$500,000,000 4.0 per cent. Senior Secured Notes due 2026
(of which U.S.\$500,000,000 is outstanding)

(Regulation S Notes – ISIN: XS1391575161, Common Code: 139157516)

(Rule 144A Notes – CUSIP: 00652XAA6, ISIN: US00652XAA63, Common Code: 139432886)

(the “**2026 Notes**”)

and

U.S.\$500,000,000 4.25% Senior Secured Notes due 2036
(of which U.S.\$452,500,000 is outstanding)

(Regulation S Notes – ISIN: XS2080214864, Common Code: 208021486)

(Rule 144A Notes – CUSIP: 00652XAB4, ISIN: US00652XAB47, Common Code: 208113038)

(the “**2036 Notes**”, and together with the 2026 Notes, each referred to as a “**Series of Notes**”, and, together, the “**Notes**”)

28 January 2022

Adani Transmission Limited (the “**Company**”) announces today the results of the Meetings in respect of the Extraordinary Resolutions of holders of the Notes of each Series (the “**Noteholders**”) to approve the Proposals (including assenting to certain amendments to the terms and conditions of each Series of Notes) as set out in the Consent Solicitation Memorandum dated 5 January 2022 (the “**Consent Solicitation Memorandum**”).

Capitalised terms used but not defined in this announcement have the same meaning given to them in the Consent Solicitation Memorandum.

Notice is hereby given to the Noteholders that the relevant Extraordinary Resolutions in respect of the 2026 Notes and the 2036 Notes were duly passed in respect of both the 2026 Notes and the 2036 Notes on 28 January 2022, and the relevant Proposals approved. All Notes will be unblocked as soon as practicable.

Subject to fulfilment of the relevant Consent Conditions, the Proposal will be implemented by the execution and effectiveness of the Amended and Restated Documents and the New Documents (excluding the New Collateral Documents). The execution of the New Collateral Documents will take place upon fulfilment of all Consent Conditions and the Corporate Restructuring being completed.

The Consent Fee (in respect of Consent Instructions voting in favour of the relevant Proposals received at or prior to the Consent Fee Deadline and which have not been validly withdrawn) will be made by or on behalf of the Company, in each case in accordance with the provisions of the Consent Solicitation Memorandum, to eligible Noteholders on the Consent Fee Payment Date, which is expected to be no later than the fifth Business Day following the Effective Date. Beneficial Owners of the Notes will be notified via a subsequent announcement of the exact date on which the Consent Fee will be paid to eligible Beneficial Owners of the Notes.

For the avoidance of doubt, the Consent Fee in respect of the 2036 Notes will be based on the outstanding principal amount of the 2036 Notes instructed by the relevant Noteholders after the Clearing System Pool Factor has been applied.

For further information

Further details about the transaction can be obtained from:

The Information and Tabulation Agent

Morrow Sodali Limited

Consent Website: <https://bonds.morrowsodali.com/adanitransmission>

Email: adanitransmission@investor.morrowsodali.com

In London:

103 Wigmore Street, W1U 1QS
London
Tel: +44 20 4513 6933

In Hong Kong:

The Hive,
33-35 Hillier St, Sheung Wan
Hong Kong
Telephone: +852 2319 4130

In Stamford:

333 Ludlow Street, South Tower, 5th Floor
Stamford, CT 06902
Telephone: +1 203 609 4910

This notice is given by:

Adani Transmission Limited