

Date: December 13, 2022

BSE Limited Listing Department, 1 st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400001	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400051
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Sub: Update on purchase of certain Senior Secured Notes under Regulation 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Ref: Summit Digital Infrastructure Limited (formerly known as Summit Digital Infrastructure Private Limited) ("Company") [Scrip Code: 973056; ISIN: INE507T07054, INE507T07062, INE507T07070, INE507T07088, INE507T07096 & INE507T07104]

Dear Sir / Madam,

Further to our letters dated November 10, 2022, November 29, 2022 and December 2, 2022, and pursuant to Regulation 51 and other applicable provisions of the LODR Regulations, please find enclosed herewith the results of the tender offer announced on Singapore Exchange Securities Trading Limited with respect to the eligible tendered Senior Secured Notes due 2031 issued by the Company.

You are requested to kindly take the same on record.

Thanking you,

For **Summit Digital Infrastructure Limited**



Farah Irani
Company Secretary
ACS 21182

CC:

Axis Trustee Services Limited The Ruby, 2 nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai - 400 028	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400 001
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Encl: a/a

Summit Digital Infrastructure Limited

(Erstwhile Summit Digital Infrastructure Private Limited)

Registered and Corporate Office: Unit-2, 9th Floor, Tower 4, Equinox Business Park, L.B.S. Marg, Kurla (W),
Mumbai-400 070, Maharashtra.

Tel No.: 022 69075252 | Email: info@summitdigital.com

Website : www.summitdigital.com | CIN: U64200MH2013PLC375466

NOT FOR DISTRIBUTION TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.

The Singapore Exchange Securities Trading Limited (“SGX-ST”) 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 any securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever.

Summit Digital Infrastructure Limited announces the Tender Offer Results as at the Expiration Time with respect to the Tender Offer for its U.S.\$500,000,000 2.875% Senior Secured Notes due 2031.

SUMMIT DIGITEL INFRASTRUCTURE LIMITED

to the holders of its outstanding

U.S.\$500,000,000 2.875% Senior Secured Notes due 2031

(of which U.S.\$500,000,000 is outstanding)

to tender their Notes for purchase by the Company for cash up to the Maximum Purchase Amount

and subject to the conditions described in the Tender Offer Memorandum

CUSIP: Y8190D AA5 (Regulation S) and 86608C AA6 (Rule 144A)

ISIN: USY8190DAA55 (Regulation S) and US86608CAA62 (Rule 144A)

December 13, 2022. Summit Digital Infrastructure Limited (the “**Company**”) hereby announces the tender results as at the Expiration Time (as defined below) with respect to, and the completion of, its previously announced offer to purchase for cash (the “**Tender Offer**”) of its outstanding U.S.\$500,000,000 2.875% Senior Secured Notes due 2031 (the “**Notes**”) in an aggregate principal amount up to U.S.\$100,000,000 (as such amount may be changed by the Company in its sole discretion) (the “**Maximum Purchase Amount**”) and there being validly tendered and not validly revoked prior to the Expiration Time an aggregate principal amount of Notes not below U.S.\$25,000,000 (as such amount may be changed by the Company in its sole discretion) (the “**Minimum Tender Condition**”) from each registered holder (each, a “**Holder**” and, collectively, the “**Holders**”), on the terms and subject to the conditions set forth in the tender offer memorandum dated November 10, 2022 (as it may be amended or supplemented from time to time, the “**Tender Offer Memorandum**”) prepared in connection with the Tender Offer.

The Expiration Time of the Tender Offer occurred at 11:59 P.M., New York City time, on December 12, 2022 (such time and date, the “**Expiration Time**”). According to the information provided by Morrow Sodali Limited, the information and tender agent for the Tender Offer (the “**Information and Tender Agent**”), there had been no Notes validly tendered at or prior to the Expiration Time but after 5:00 P.M., New York City time, on November 28, 2022 (such time and date, the “**Early Tender Deadline**”). Any Notes not validly tendered or accepted for purchase by the Company pursuant to the Tender Offer will remain outstanding and accrue interest in accordance with their terms.

As of December 13, 2022, the Tender Offer has been consummated. The Company paid a total of U.S.\$20,355,202.04 in connection with the Tender Offer, which comprised of (i) the Early Tender Offer Consideration (as defined in the Tender Offer Memorandum) in the amount of U.S.\$735 per U.S.\$1,000 principal amount of the Notes, and (ii) accrued and unpaid interest, with respect to U.S.\$27,370,000 in aggregate principal amount of the Notes validly tendered on or prior to the Early Tender Deadline and accepted for purchase by the Company on November 29, 2022. As of December 13, 2022, the aggregate principal amount of Notes that remains outstanding is U.S.\$472,630,000.

Holders are advised to read carefully the Tender Offer Memorandum, available on the Tender Offer Website, for full details of and information on the Tender Offer.

Cautionary Note Concerning Forward-Looking Statements

This announcement contains both historical and forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements are not historical facts, but only predictions and generally can be identified by use of statements that include phrases such as “will,” “may,” “should,” “continue,” “anticipate,” “believe,” “expect,” “plan,” “appear,” “project,” “estimate,” “intend,” or other words or phrases of similar import. Similarly, statements that describe the Company’s objectives, plans or goals also are forward-looking statements. These forward-looking statements are subject to risks and uncertainties which could cause actual results to differ materially from those currently anticipated. The forward-looking statements included in this announcement are made only as of the date of this announcement, and the Company undertakes no obligation to update publicly these forward-looking statements to reflect new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events might or might not occur. The Company cannot assure you that projected results or events will be achieved.

Disclaimer

The Tender Offer is being made solely pursuant to, and will be governed by the terms and conditions of, the Tender Offer Memorandum. This announcement is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any securities. The Tender Offer is being made only pursuant to the Tender Offer Memorandum, copies of which have been delivered to the Holders.

THE TENDER OFFER MEMORANDUM SHOULD BE READ CAREFULLY BEFORE A DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. NONE OF THE COMPANY, THE INFORMATION AND TENDER AGENT, THE TRUSTEE OR THE DEALER MANAGER MAKES ANY RECOMMENDATION AS TO WHETHER OR NOT HOLDERS SHOULD TENDER THEIR NOTES.

OFFER AND DISTRIBUTION RESTRICTIONS

This announcement and the Tender Offer Memorandum do not constitute an invitation to participate in the Tender Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and the Tender Offer Memorandum comes are required by each of the Company, the Dealer Manager and the Information and Tender Agent to inform themselves about, and to observe, any such restrictions.

India

The residents of India are not permitted to acquire and hold the Notes. Accordingly, the Tender Offer is not being made, and will not be made, directly or indirectly in India or to residents of India and the Notes may not be tendered in the Tender Offer by any person resident of India. This announcement, the Tender Offer Memorandum or any other offering document or material relating to the Notes has not been and will not be circulated or distributed, directly or indirectly, to any person or to the public in India which would constitute an advertisement, invitation, offer, or solicitation of an offer to tender the Notes, resulting in violation of Indian laws. Any Holder participating in the Tender Offer, will be deemed to have acknowledged, represented and agreed that it is eligible to tender its Notes pursuant to applicable laws and regulations. This announcement and the Tender Offer Memorandum have not been and will not be registered, produced, published or made available as an offer document (whether as a prospectus in respect of a public tender offer or information memorandum or private placement offer cum application letter or other offering material in respect of any private placement, under the Companies Act, 2013 or rules framed thereunder, each as amended, or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, or any other applicable Indian laws) with the Registrar of Companies in India, the Securities and Exchange Board of India, the Reserve Bank of India or any other statutory or regulatory body of like nature in India, save and except for any information from any part of this announcement or the Tender Offer Memorandum which is (i) mandatorily required to be disclosed or filed in India under applicable Indian laws, including but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, and under the listing agreement with any Indian stock exchange pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, each as amended, and the rules framed thereunder or pursuant to the sanction of any regulatory and adjudicatory body in India, or (ii) pursuant to the sanction of any regulatory and adjudicatory body in India. This announcement and the Tender Offer Memorandum have not been and will not be reviewed or approved by any regulatory authority in India or any Indian stock exchange. The tender of the Notes will not be and has 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.

United Kingdom

The communication of the Tender Offer Memorandum by the Company and any other documents or materials relating to the Tender Offer is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “FSMA”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of the Company or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated.

Singapore

The Tender Offer Memorandum has not and will not be registered as a prospectus with the Monetary Authority of Singapore. The Tender Offer does not constitute a public tender offer for the purchase of the Notes nor an offering of securities in Singapore pursuant to the Securities and Futures Act 2001 of Singapore.

Hong Kong

The contents of the Tender Offer Memorandum have not been reviewed by any regulatory authority in Hong Kong. Holders should exercise caution in relation to the Tender Offer. If a holder of Notes is in any doubt about any of the contents of the Tender Offer Memorandum, such Holder should obtain independent professional advice.

The Tender Offer has not been made and will not be made in Hong Kong, by means of any document other than: (i) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of the laws of Hong Kong (the “SFO”) and any rules made under that ordinance; or (ii) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the laws of Hong Kong or which do not constitute an offer to the public within the meaning of that ordinance.

Further, no person has issued or had in its possession for the purposes of issue, or will issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Tender Offer, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Tender Offer which is or is intended to be made only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under that ordinance. The Tender Offer Memorandum and the information contained herein may not be used other than by the person to whom it is addressed and may not be reproduced in any form or transferred to any person in Hong Kong.

The Tender Offer is not intended to be made to the public in Hong Kong and it is not the intention of the Company that the Tender Offer be made to the public in Hong Kong.

People’s Republic of China

The Tender Offer is not being made directly or indirectly in the PRC (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by the securities laws of the PRC.

General

The Tender Offer Memorandum does not constitute an offer to buy or a solicitation or an invitation to offer to sell Notes or any other security in any jurisdiction in which, or to or from any persons to or from whom, such solicitation or invitation is unlawful, and invitations for offers to sell will not be accepted from Holders located or resident in any jurisdiction in which such solicitation or offer is unlawful. In those jurisdictions where the securities or other laws require the Tender Offer to be made by a licensed broker or dealer, any actions in connection with the Tender Offer shall be deemed to be made on behalf of the Company by one or more registered brokers or dealers licensed under the laws of such jurisdiction.

Each Holder participating in the Tender Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in the “*Procedures for Tendering Notes*” section in the Tender Offer Memorandum. Any tender of Notes for purchase pursuant to the Tender Offer from a Holder that is unable to make these representations will not be accepted. Each of the Company and the Information and Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Tender Offer, whether any such representation given by a Holder is correct and, if such investigation is undertaken and, as a result, the Company determines (for any reason) that such representation is not correct, such tender of Notes shall not be accepted.

The Information and Tender Agent for the Tender Offer is:

Morrow Sodali Limited

Email: summitdigitel@investor.morrowsodali.com

Tender Offer Website: <https://projects.morrowsodali.com/summitdigitel>

In London:

103 Wigmore Street, 9th Floor
London, W1U 1QS,
United Kingdom
Telephone: +44 20 4513 6933

In Hong Kong:

The Hive, 33-35 Hillier Street
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

The Dealer Manager for the Tender Offer is:

Citigroup Global Markets Limited

Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Telephone: +852 2501 2692
Attention: Debt Syndicate Desk
Email: liabilitymanagement.asia@citi.com

Any questions regarding the terms of the Tender Offer should be directed to the Dealer Manager.

Electronic copies of all documents related to the Tender Offer will be available online via the Tender Offer Website at <https://projects.morrowsodali.com/summitdigitel> until the consummation or termination of the Tender Offer.