adani

November 18, 2019

To:

National Stock Exchange of India Limited
Exchange Plaza, BKC, Bandra (East)
Mumbai – 400 051

BSE Limited
Floor 25, P J Towers, Dalal Street,
Mumbai – 400001

Adani Ports and Special Economic Zone Limited (APSEZL)
"Adani House", Near Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009

Sub: **Disclosure of reason of encumbrance under regulation 31(1) read with regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir,

With reference to SEBI circular no. SEBI/HO/CFD/DCR1/P/2019/90 dated August 7, 2019, please find attached herewith disclosure of reason of encumbrance in the prescribed format under regulation 31(1) read with regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to creation of pledge on 4,50,000 equity shares of APSEZL.

Kindly take the same on record.

Thanking You,
For, **S.B. Adani Family Trust**

Authorised Signatory

Encl: Disclosure in the prescribed format

	Annexure - II

Format for disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Adani Ports and Special Economic Zone Ltd.		
Name of the recognised stock exchanges where the shares of the company are listed	BSE Ltd. & National Stock Exchange of India Ltd.		
Name of the promoter(s) / PACs whose shares have been encumbered	Gautam S. Adani & Rajesh S. Adani (on behalf of S.B. Adani Family Trust)		
Total promoter shareholding in the listed company	No. of shares		1,26,89,99,322
	% of total share capital		62.46
Encumbered Shares as a % of promoter shareholding	37.51% (including other Promoter Group entity)		
Whether encumbered share is 50% or more of promoter shareholding	No		
Whether encumbered share is 20% or more of total share capital	Yes (including other Promoter Group entity)		

Details of all the existing events/ agreements pertaining to encumbrance			Encumbrance
Particulars			1
Date of creation of encumbrance			15-11-2019
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)			Pledge
No. and % of shares encumbered		No. of shares	4,50,000
		% of total share cap	0.02
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered(X)		Aditya Birla Finance Ltd
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.		YES - Lender is NBFC
	Names of all other entities in the agreement		N.A (Refer Note below)
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	Yes / No If yes,	No
		1. Name of Issuer	-
			-
		2. Details of the debt instrument	
		3. Whether the debt instrument is listed on stock exchanges?	-
		4. Credit Rating of the debt instrument	-
		5. ISIN of the instrument	-
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)		16,48,35,000
	Amount involved (against which shares have been encumbered) (B)		3,00,00,00,000
	Ratio of A / B		0.05
End use of money	Borrowed amount to be utilized for what purpose –	(a) Personal use by promoters and PACs	-
		(b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.	-
		(c) Any other reason (please specify)	N.A (Refer Note below)

Note: Additional Security provided for existing debt as per agreement with Lender / Security Trustee

For S.B. Adani Family Trust

Authorised Signatory
Date: 18-11-2019
Place: Ahmedabad