

March 3, 2020

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 6,00,000 equity shares of APSEZL.

Kindly take the same on record.

Thanking You,

For, Adami Tradeline LL

Authorised Signatory

Encl: Disclosure in the prescribed format

Adani Tradeline LLP (formerly known as Parsa Kente Rail Infra LLP) 801, Shikhar Complex, Srimali Soc., Navrangpura, Ahmedabad-380 009 LLP identification No.:AAJ-0233 Registered with Limited Liability Tel +91 79 2656 5555 Fax +91 79 2656 5500 info@adani.com www.adani.com

Registered Office: 801, Shikhar Complex, Srimali Soc., Navrangpura, Ahmedabad 380 009, Gujarat, India

	Annexure - II				
	losure of reasons for encum				
(In addition to Annexure - I pre			,,,,,		
Name of listed company	Adani Ports and Special E		-		
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	Adani Tradeline LLP				
Total promoter shareholding in the listed	No. of shares	1,268,999,322			
company	% of total share capital	62.46			
Encumbered Shares as a % of promoter shareholding	39.109	<ul><li>(including other Promoter Group entity)</li></ul>			
Whether encumbered share is 50% or more of promoter shareholding	No				
Whether encumbered share is 20% or more	Yes (including other Prom-	oter Group entity)	1		
of total share capital		***************************************		Y	
Details of all the existing events/ agreement Particulars	s percaining to encumbranc	.6	Encumbrance	Eucnmptauce	Encumbrance
Date of creation of encumbrance			02-03-2020	02.07.2020	3
Type of encumbrance (pledge, lien, negat	ive lies one disposal under	Paling oto or non average conseque	02-03-2020	02-03-2020	02-03-2020
transaction, condition or arrangement in the	nature of encumbrance)		Pledge	Pledge	Pledge
No. and % of shares encumbered		No. of shares	200,000	200,000	200,000
		% of total share cap	0.01	0.01	0.01
Specific details about the encumbrance	Name of the entity in w	hose favour shares	Vistra ITCL (India)	Vistra ITCL (India)	Vistra ITCL (India)
	encumbered(X)		Ltd. for Yes Bank Ltd.	Ltd. for Yes Bank Ltd.	Ltd. for Yes Bank 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.		Vistra ITCL (India)	Vistra ITCL (India)	Vistra ITCL (India)
			Ltd. is into	Ltd. is into	Ltd. is into
			trusteeship business		trusteeship business
			while Lender is bank		
	Names of all other entities in the agreement				A.4'1-6
			Adani Properties Pvt, Ltd. (Borrower)	Adani Infra (India) Ltd. (Borrower)	Adani Infrastructure Management Services Ltd. (Borrower)
	Whether the	Yes / No If yes,	No	No	No
	encumbrance is relating	1. Name of Issuer	N.A.	N.A.	N.A.
	to any debt instruments		N,A,	N.A.	N.A.
	viz. debenture, commercial paper,	2. Details of the debt instrument	***************************************		
	certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	3. Whether the debt instrument is listed on stock exchanges?	N.A.	N.A.	N.A.
		4. Credit Rating of the debt	N.A.	N.A.	N.A.
		5. ISIN of the instrument	N.A.	N.A.	N.A.
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)		68,130,000	68,130,000	68,130,000
	Amount involved (against which shares have been encumbered) (B)		9,000,000,000	2,500,000,000	2,000,000,000
	Ratio of A / B	***************************************	0.01	0.03	0.03
ind 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.	1		,

N.A (Refer Note below) N.A (Refer Note below)

N.A (Refer Note below)

(c) Any other reason (please specify)

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

For Adan; Tadeline LLP

Authorised Signatury Date: 03-03-2021 Place: Ahmedabad



March 3, 2020

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 2,41,00,000 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 discl	losure of reasons for encum	brance			
(In addition to Annexure - I pre	scribed by way of circular d	ated August 05, 2015)			
Name of listed company	Adani Ports and Special E	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	No. of shares	1,268,999,322			
company	% of total share capital	62.46			
Encumbered Shares as a % of promoter shareholding	39.10% (including other Promoter Grou				
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/ agreement	s pertaining to encumbranc	e			
Charles dans					

Whether encumbered share is 20% or more	Yes (including other Promi	oter Group entity)	7		
of total share capital					
Details of all the existing events/ agreements pertaining to encumbrance			Encumbrance	Encumbrance	Encumbrance
Particulars  Date of creation of encumbrance	***************************************		02-03-2020	2 02-03-2020	3 02-03-2020
Type of encumbrance (pledge, lien, negati transaction, condition or arrangement in the		taking etc. or any other covenant,	Pledge	Pledge	Pledge
No. and % of shares encumbered		No. of shares	1,500,000	1,600,000	1,000,000
		% of total share cap	0.07	0.08	0.05
Specific details about the encumbrance	Name of the entity in w encumbered(X)	hose favour shares	Hero Fincorp Ltd.	Catalyst Trusteeship Ltd. for debentureholder Barclays Merchant Bank (Singapore) Limited	Catalyst Trusteeship Ltd. for debentureholder Barclays Merchant Bank (Singapore) Limited
	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 - NBFC	Catalyst Trusteeship Ltd. is into trusteeship business while debentureholder is an FPI	Catalyst Trusteeship Ltd. is into trusteeship business while debentureholder is an FPI
	Names of all other entities in the agreement		Adani Properties Pvt. Ltd. ("Borrower")	Adani Infra (India) Ltd.	Adani Infra (India) Ltd.
	Whether the	Yes / No If yes,	No	Yes	Yes
	including credit rating	1. Name of Issuer	N.A.	Adani Infra (India) Ltd.	Adani Infra (India) Ltd.
			N.A.	Rated, Unlisted, Zero Coupon, Redeemable, Non- Convertible	Rated, Unlisted, Zero Coupon, Redeemable, Non- Convertible
		2. Details of the debt instrument		Debentures	Debentures
		3. Whether the debt instrument is listed on stock exchanges?	N.A.	No	No
		4. Credit Rating of the debt instrument	N.A.	BWR AA- (SO)	BWR AA- (SO)
		5. ISIN of the instrument	N.A.	INE701Q07117	INE701Q07125
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)  Amount involved (against which shares have been encumbered) (B)		510,975,000	545,040,000	340,650,000
			2,500,000,000	2,150,000,000	1,350,000,000
	Ratio of A / B		0.20	0.25	0.25
End use of money	Borrowed amount to be utilized for what	(a) Personal use by promoters and PACs	,	-	-
	purpose –	(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.	·	<u>-</u>	·
		(c) Any other reason (please specify)	N.A (Refer Note below)	N.A (Refer Note below)	N.A (Refer Note below)
Note: Additional Security provided for existing For S.B. Adani Family Trust  F.A.M.  Authorised Signatory Date: 03-03-2020  Place: Ahmedabad	debt as per agreement wit				× 1

	Annexure - II		1		
	osure of reasons for encum				
(In addition to Annexure - I pre	regressioner, research and rese	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	_		
Name of listed company	Adami Ports and Special Ed				
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	Gautam S. Adani P. Daigeh	S. Adani (on behalf of S.B. Adani			
shares have been encumbered	Family Trust)	3. Adam (on denan of 3.5. Adam			
Total promoter shareholding in the listed	No. of shares	1,268,999,322	4		
company	Or of real distance in the		_		
Encumbered Shares as a % of promoter	% of total share capital	62,46 (including other Promoter Group			
shareholding	33.10*	entity)			
Whether encumbered share is 50% or	No				
more of promoter shareholding					
Whether encumbered share is 20% or more	Yes (including other Promo	oter Group entity)			
of total share capital		·			
Details of all the existing events/ agreement Particulars	s pertaining to encumbranc	e	Encumbrance	Encumbrance	Encumbrance
Date of creation of encumbrance			02-03-2020	02-03-2020	6 02-03-2020
Type of encumbrance (pledge, lien, negative	ve lien, non-disposal under	taking etc. or any other covenant	****		02-03-2020
transaction, condition or arrangement in the			Pledge	Pledge	Pledge
No. and % of shares encumbered		No. of shares	3,900,000	8,500,000	1,500,000
		% of total share cap	0.19	0.42	0.07
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered(X)  Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance		Catalyst Trusteeship Ltd. for debentureholder Barclays Merchant Bank (Singapore) Limited		SBI CAPS Trustee Co. Ltd. for debentureholder DB International (Asia) Ltd.
			Catalyst Trusteeship Ltd. is into trusteeship business while debentureholder is an FP!	Ltd. is into	SBI CAPS Trustee Co. Ltd. is into trusteeship business while debentureholder is an FPI
			Adani Infra (India) Ltd.	Adani Rail Infra Pvt. Ltd.	Adani Properties Pvt. Ltd. ("Borrower")
	Whether the	Yes / No If yes,	Yes	Yes	Yes
	encumbrance is relating	1. Name of Issuer	Adani Infra (India)	Adani Rail Infra Pvt,	Adani Properties
	to any debt instruments		Ltd.	Ltd.	Pvt. Ltd.
	viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	Details of the debt instrument     Whether the debt instrument	Rated, Unlisted, Zero Coupon, Redeemable, Non- Convertible Debentures No	Rated, Unlisted, Zero Coupon, Redeemable, Non- Convertible Debentures	Rated, Unlisted, Zero Coupon, Redeemable, Non- Convertible Debentures
		is listed on stock exchanges?  4. Credit Rating of the debt			No
		instrument	BWR AA- (SO)	BWR AA- (SO)	BWR AA- (SO)
		5. ISIN of the instrument	INE701Q07133	INE00U207051	INE382G07067
Security Cover / Asset Cover	Value of shares on the da	ate of event / agreement (A)	1,328,535,000	2,895,525,000	510,975,000
	Amount involved (against	which shares have been	5,250,000,000	10,000,000,000	2,500,000,000
	encumbered) (B)				
	Ratio of A / B	(4) 0	0.25	0.29	0.20
·	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.	·	-	

amount, repayment schedule etc.
(c) Any other reason (please

N.A (Refer Note

below)

Authorised Signatory Date: 03-03-2020 Place: Ahmedabad Pose 2

N.A (Refer Note

N.A (Refer Note

below)

Annexure - II			
osure of reasons for encumb	rance		
scribed by way of circular da	ted August 05, 2015)		
Adani Ports and Special Economic Zone Ltd.			
BSE Ltd. & National Stock Exchange of India Ltd.			
Gautam S. Adani & Rajesh S. Adani (on behalf of S.B. Adani Family Trust)			
No. of shares	1,268,999,322		
% of total share capital	62.46		
39.10% (including other Promoter G			
entity)			
No			
Yes (including other Promoter Group entity)			
	osure of reasons for encumberibed by way of circular da Adani Ports and Special Ec BSE Ltd. & National Stock   Gautam S. Adani & Rajesh Family Trust) No. of shares % of total share capital No		

of total share capital		or o			
Details of all the existing events/ agreements pertaining to encumbrance			Encumbrance	Encumbrance	Encumbrance
Particulars  Date of continued accumbrance			7	8	9
Date of creation of encumbrance	. Con an discount		02-03-2020	02-03-2020	02-03-2020
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	Pledge	Pledge
No. and % of shares encumbered		No. of shares	300,000		600,00
Specific details about the encumbrance	***************************************	% of total share cap	0.01	0.08	0.03
	Name of the entity in w encumbered(X)	nose tavour snares	Catalyst Trusteeship Ltd. For Tata Capital Financial Services Ltd.	Catalyst Trusteeship Ltd. for debentureholder CREDIT SUISSE FINANCE (INDIA) PRIVATE LIMITED, CREDIT SUISSE AG	J. M. Financial Products 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.		Lender is NBFC while Catalyst Trusteeship Ltd. is into Trusteeship business	SINGAPORE Catalyst Trusteeship Ltd. is into trusteeship business while debentureholder is an FPI	Yes - NBFC
	Names of all other entities in the agreement		Adani Properties Pvt. Ltd. (Borrower)	Adani Rail Infra Pvt. Ltd.	Adani Properties Pvt. Ltd. (Borrower)
	Whether the	Yes / No If yes,	No	Yes	No
	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	1 Name of Issuer	Adani Properties Pvt. Ltd.	Adani Rail Infra Pvt, Ltd.	N.A.
		2. Details of the debt instrument	N.A.	Rated, Listed, Zero Coupon, Redeemable, Non- Convertible Debentures	N.A.
		3. Whether the debt instrument is fisted on stock exchanges?	N.A.	Yes	N.A.
		4. Credit Rating of the debt	N.A.	BWR AA- (CE)	N.A.
		5. ISIN of the instrument	N.A.	INEOOU207119, INEOOU207135 & INEOOU207127	N.A.
Security Cover / Asset Cover	Value of shares on the da	ate of event / agreement (A)	102,195,000	545,040,000	204.390,000
	Amount involved (against which shares have been encumbered) (B)		1,000,000,000	5,000,000,000	2,250,000,000
	Ratio of A / B		0.10	0.11	0.00
End use of money	Borrowed amount to be utilized for what	(a) Personal use by promoters and PACs	0.10	0.11	0.09
	purpose -	(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)	N.A (Refer Note below)	N.A (Refer Note below)
Note: Additional Security provided for existing For S.B. Adapi Family Trust  Authorised Signatory Date: 03-03-2020 Place: Ahmedabad	debt as per agreement wit				Page 3

	Annexure - II			
Format for discl	osure of reasons for encumb	orance		
(In addition to Annexure - I pre-	scribed by way of circular da	ted August 05, 2015)		
Name of listed company	Adani Ports and Special Ec	onomic 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	No. of shares	1,268,999,322		
company	% of total share capital	62.46		
Encumbered Shares as a % of promoter shareholding	39.10% (including other Promoter Group entity)			
Whether encumbered share is 50% or more of promoter shareholding	No	THE PROPERTY OF THE PROPERTY O		
Whether encumbered share is 20% or more of total share capital	Yes (including other Promoter Group entity)			
Details of all the existing events/ agreement	s pertaining to encumbrance	3		
Particulars				
Date of creation of encumbrance				
Type of encumbrance (pledge, lien, negati transaction, condition or arrangement in the		aking etc. or any other covenant,		

or total share capital		50000000000000000000000000000000000000			
Details of all the existing events/ agreeme	nts pertaining to encumbranc	6	Encumbrance	Encumbrance	Encumbrance
Particulars			10	11	12
Date of creation of encumbrance			02-03-2020	. 02-03-2020	02-03-2020
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	Pledge	Pledge
No. and % of shares encumbered		No. of shares	900,000	150,000	2,550,000
		% of total share cap	0.04	0.01	0.13
Specific details about the encumbrance	Name of the entity in w encumbered(X)	rhose favour shares	J. M. Financial Credit Solutions Ltd.	STCI Finance Ltd.	IDBI Trusteeship Services Ltd. for HDFC 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 - NBFC	Lender is NBFC	Lender is NBFC while IDBI Trusteeship Services Ltd. is into Trusteeship business
	Names of all other entities	in the agreement	Adani Properties Pvt. Ltd. (Borrower)	Adani Infra (India) Ltd. (Borrower)	Adani Properties Pvt. Ltd. (Borrower)
	Whether the	Yes / No If yes,	No	No	No
	encumbrance is relating	1. Name of Issuer	N.A.	N.A.	N.A
	to any debt instruments				
	viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument,	Details of the debt instrument	N.A,	N.A.	N Å
	including credit rating	3. Whether the debt instrument is listed on stock exchanges?	N.A.	N.A.	N.A
		4. Credit Rating of the debt instrument	N.A.	N.A.	N,A
		5. ISIN of the instrument	N.A.	N.A.	N,A.
Security Cover / Asset Cover	Value of shares on the d	ate of event / agreement (A)	306,585,000	51,097,500	868,657,500
	Amount involved (against which shares have been encumbered) (B)		3,250,000,000	750,000,000	5,000,000,000
	Ratio of A / B		0.09	0.07	0.17
End use of money	Borrowed amount to be utilized for what	(a) Personal use by promoters and PACs	,		
	purpose -	(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	N.A (Refer Note	N.A (Refer Note	N.A (Refer Note
	1	para di mananananananananananananananananananan	below)	,	

For S.B. Adani Family Trust FAM

Authorised Signatory Date: 03-03-2020 Place: Ahmedabad

Page 4