

adani

March 17, 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

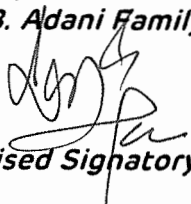
Dear Sir,

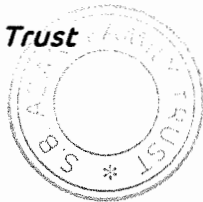
With reference to SEBI circular no. SEBI/HO/CFD/DCR1/P/2019/90 dated August 7, 2019, please find attached herewith disclosure of reason of encumbrance in the prescribed format under regulation 31(1) read with regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to creation of pledge on 2,29,11,000 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

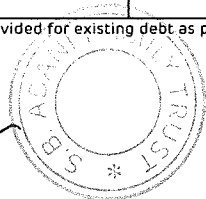
S. B. Adani Family Trust
9th Floor, Shikhar, Near Adani House,
Mithakhali Six Roads, Navrangpura
Ahmedabad-380 009
Gujarat, India

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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	1,268,999,322			
	% of total share capital	62.46			
Encumbered Shares as a % of promoter shareholding	51.42% (including other Promoter Group entity)				
Whether encumbered share is 50% or more of promoter shareholding	Yes (including other Promoter Group entity)				
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	Encumbrance	Encumbrance	
Particulars		1	2	3	
Date of creation of encumbrance		16-03-2020	16-03-2020	16-03-2020	
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	1,500,000	600,000	1,500,000	
	% of total share cap	0.07	0.03	0.07	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered(X)	Hero Fincorp Ltd.	Catalyst Trusteeship Ltd. For Tata Capital Financial Services Ltd.	Catalyst Trusteeship Ltd. For Tata Capital Financial Services 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	Catalyst Trusteeship Ltd. Is into Trusteeship business while Lender is NBFC	Catalyst Trusteeship Ltd. Is into Trusteeship business while Lender is NBFC	
	Names of all other entities in the agreement	Adani Properties Pvt. Ltd. ("Borrower")	Adani Properties Pvt. Ltd. (Borrower)	Adani Infra (India) Ltd. (Borrower)	
	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	No	No	No
		1. Name of Issuer	N.A.	N.A.	N.A.
		2. Details of the debt instrument	N.A.	N.A.	N.A.
		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 date of event / agreement (A)	392,100,000	156,840,000	392,100,000	
	Amount involved (against which shares have been encumbered) (B)	2,500,000,000	1,000,000,000	2,000,000,000	
	Ratio of A / B	0.16	0.16	0.20	
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)	N.A (Refer Note below)	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: 17-03-2020
Place: Ahmedabad



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	1,268,999,322			
	% of total share capital	62.46			
Encumbered Shares as a % of promoter shareholding	51.42% (including other Promoter Group entity)				
Whether encumbered share is 50% or more of promoter shareholding	Yes (including other Promoter Group entity)				
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					
Particulars	Encumbrance		Encumbrance		
Date of creation of encumbrance	4		5		
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	16-03-2020		16-03-2020		
No. and % of shares encumbered	No. of shares	2,000,000		400,000	
	% of total share cap	0.10		0.02	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered(X)	J. M. Financial Products Ltd.		STCI 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 - NBFC		Yes - NBFC	
	Names of all other entities in the agreement	Adani Properties Pvt. Ltd. (Borrower)		Adani Infra (India) Ltd. (Borrower)	
	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	No		No
		1. Name of Issuer	N.A.		N.A.
		2. Details of the debt instrument	N.A.		N.A.
3. Whether the debt instrument is listed on stock exchanges?		N.A.		N.A.	
4. Credit Rating of the debt instrument		N.A.		N.A.	
5. ISIN of the instrument	N.A.		N.A.		
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	522,800,000		104,560,000	
	Amount involved (against which shares have been encumbered) (B)	2,250,000,000		750,000,000	
	Ratio of A / B	0.23		0.14	
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)		

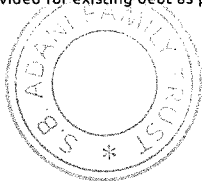
Note: Additional Security provided for existing debt as per agreement with Lender / Security Trustee

For S.B. Adani Family Trust

Authorized Signatory

Date: 17-05-2020

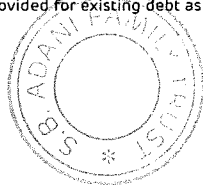
Place: Ahmedabad



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	1,268,999,322			
	% of total share capital	62.46			
Encumbered Shares as a % of promoter shareholding	51.42% (including other Promoter Group entity)				
Whether encumbered share is 50% or more of promoter shareholding	Yes (including other Promoter Group entity)				
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	Encumbrance	Encumbrance	
Particulars		7	8	9	
Date of creation of encumbrance		16-03-2020	16-03-2020	16-03-2020	
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	500,000	500,000	5,000,000	
	% of total share cap	0.02	0.02	0.25	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered(X)	STCI Finance Ltd.	STCI Finance Ltd.	Catalyst Trusteeship Ltd. for debentureholder Aditya Birla Sunlife Mutual Fund Schemes	
	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	Yes - NBFC	Catalyst Trusteeship Ltd. is into trusteeship business while debentureholders are mutual fund schemes	
	Names of all other entities in the agreement	Adani Properties Pvt. Ltd. (Borrower)	Adani Rail Infra Pvt. Ltd. (Borrower)	Adani Properties Pvt. Ltd. (Borrower)	
	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	No
		1. Name of Issuer		N.A.	N.A.
		2. Details of the debt instrument		N.A.	N.A.
		3. Whether the debt instrument is listed on stock exchanges?		N.A.	N.A.
4. Credit Rating of the debt instrument			N.A.	N.A.	
5. ISIN of the instrument		N.A.	N.A.		
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	130,700,000	130,700,000	1,307,000,000	
	Amount involved (against which shares have been encumbered) (B)	750,000,000	750,000,000	7,500,000,000	
	Ratio of A / B	0.17	0.17	0.17	
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)	N.A (Refer Note below)	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: 17-03-2020
Place: Ahmedabad

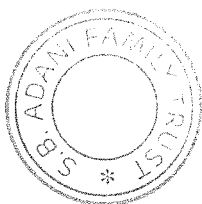


Annexure - II					
Format for disclosure of reasons for encumbrance					
(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)					
Name of listed company	Adani Ports and Special Economic Zone Ltd.				
Name of the recognised stock exchanges where the shares of the company 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	1,268,999,322			
	% of total share capital	62.46			
Encumbered Shares as a % of promoter shareholding	51.42% (including other Promoter Group entity)				
Whether encumbered share is 50% or more of promoter shareholding	Yes (including other Promoter Group entity)				
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	Encumbrance	Encumbrance	
Particulars		10	11	12	
Date of creation of encumbrance		16-03-2020	16-03-2020	16-03-2020	
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	4,000,000	118,000	293,000	
	% of total share cap	0.20	0.01	0.01	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered(X)	IDBI Trusteeship Services Ltd. for HDFC Ltd.	Axis Finance Ltd.	Axis 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.	Lender is NBFC while IDBI Trusteeship Services Ltd. is into Trusteeship business	Yes - NBFC	Yes - NBFC	
	Names of all other entities in the agreement	Adani Properties Pvt. Ltd. (Borrower)	Adani Infrastructure and Developers Pvt. Ltd. (Borrower)	Adani Estate Management Pvt. Ltd. (Borrower)	
	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	No	No	No
		1. Name of Issuer	N.A	N.A.	N.A.
		2. Details of the debt instrument	N.A	N.A.	N.A.
		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 date of event / agreement (A)	1,045,600,000	30,845,200	76,590,200	
	Amount involved (against which shares have been encumbered) (B)	5,000,000,000	1,000,000,000	1,000,000,000	
	Ratio of A / B	0.21	0.03	0.08	
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)	N.A (Refer Note below)	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

Authorized Signatory
Date: 17-03-2020
Place: Ahmedabad



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	1,268,999,322			
	% of total share capital	62.46			
Encumbered Shares as a % of promoter shareholding	51.42% (including other Promoter Group entity)				
Whether encumbered share is 50% or more of promoter shareholding	Yes (including other Promoter Group entity)				
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	Encumbrance	Encumbrance	
Particulars		13	14	15	
Date of creation of encumbrance		16-03-2020	16-03-2020	16-03-2020	
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	1,200,000	1,500,000	1,800,000	
	% of total share cap	0.06	0.07	0.09	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered(X)	Vistra ITCL (India) Ltd. for Yes Bank Ltd.	Vistra ITCL (India) Ltd. for Yes Bank Ltd.	Vistra ITCL (India) 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) Ltd. is into trusteeship business while Lender is bank	Vistra ITCL (India) Ltd. is into trusteeship business while Lender is bank	Vistra ITCL (India) Ltd. is into trusteeship business while Lender is bank	
	Names of all other entities in the agreement	Adani Properties Pvt. Ltd. (Borrower)	Adani Infrastructure Management Services Ltd. (Borrower)	Adani Infra (India) Ltd. (Borrower)	
	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	No	No	No
		1. Name of Issuer	N.A.	N.A.	N.A.
		2. Details of the debt instrument	N.A.	N.A.	N.A.
		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 date of event / agreement (A)	313,680,000	392,100,000	470,520,000	
	Amount involved (against which shares have been encumbered) (B)	9,000,000,000	2,000,000,000	2,500,000,000	
	Ratio of A / B	0.03	0.20	0.19	
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)	N.A (Refer Note below)	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: 17-03-2020
Place: Ahmedabad



adani

March 17, 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 9,12,000 equity shares of APSEZL.

Kindly take the same on record.

Thanking You,

For, **Adani Tradeline LLP**



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

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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				
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	Adani Tradeline LLP			
Total promoter shareholding in the listed company	No. of shares	1,268,999,322		
	% of total share capital	62.46		
Encumbered Shares as a % of promoter shareholding	51.42% (including other Promoter Group entity)			
Whether encumbered share is 50% or more of promoter shareholding	Yes (including other Promoter Group entity)			
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	Encumbrance	
Particulars		1	2	
Date of creation of encumbrance		16-03-2020	16-03-2020	
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	
No. and % of shares encumbered	No. of shares	453,000	459,000	
	% of total share cap	0.02	0.00	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered(X)	Yes Bank Ltd.	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.	Yes - scheduled commercial bank	Yes - scheduled commercial bank	
	Names of all other entities in the agreement	Adani Power Maharashtra Ltd. (Borrower)	Adani Power Rajasthan Ltd. (Borrower)	
	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	No
		1. Name of Issuer	N.A.	N.A.
		2. Details of the debt instrument	N.A.	N.A.
3. Whether the debt instrument is listed on stock exchanges?		N.A.	N.A.	
4. Credit Rating of the debt instrument		N.A.	N.A.	
	5. ISIN of the instrument	N.A.	N.A.	
Value of shares on the date of event / agreement (A)	Value of shares on the date of event / agreement (A)	118,414,200	119,982,600	
	Amount involved (against which shares have been encumbered) (B)	440,000,000	450,000,000	
	Ratio of A / B	0.09	0.09	
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)	
		N.A (Refer Note below)	N.A (Refer Note below)	

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

For Adani Tradeline LLP

Authorized Signatory

Date: 17-03-2020

Place: Ahmedabad

