

October 03, 2019



To,

BSE Limited General Manager, Department of Corporate Services, 14 th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	National Stock Exchange of India Ltd. The listing compliance department, Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex Bandra (E) Mumbai - 400 051.	Mr. Kamlesh Bhagia Company Secretary & Compliance Officer, Adani Ports And Special Economic Zone Limited Adani House, Mithakali Six Roads, Navrangpura, Ahmedabad, Gujarat, 380009
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**DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF
 SHARES AND TAKEOVERS) REGULATIONS, 2011**

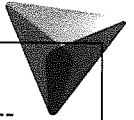
1. Name of the Target Company (TC)	Adani Ports and Special Economic Zone Limited (‘Company’)		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited (‘Vistra’) (In our capacity as Security Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	----	----	----
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	5,78,44,389	2.79%	----
c) Voting rights (VR) otherwise than by shares	----	----	----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	----	----	----
Total (a+b+c+d)	5,78,44,389	2.79%	----

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Registered office:
 The IL&FS Financial Centre
 Plot No. C-22, G Block, 7th Floor
 Bandra Kurla Complex, Bandra (East)
 Mumbai 400051, India

Tel: +91 22 2659 3535
 Fax: +91 22 2653 3297
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 www.vistraitcl.com

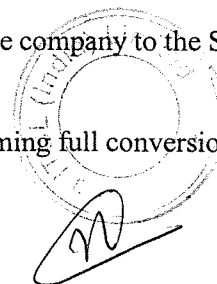
Vistra ITCL (India) Limited
 Corporate Identity Number (CIN): U66020MH1995PLC095507



Details of acquisition/-Sale			
a) Shares carrying voting rights acquired (pledge) / sold	----	----	----
b) VRs acquired/sold otherwise than by shares	----	----	----
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	----	----	----
d) Shares encumbered/ invoked /released by the acquirer	2,63,45,640 (4,99,67,967)	1.27% (2.41%)	----
Total (a+b+c+d)	(2,36,22,327)	(1.14%)	----
After the acquisition/ sale-holding of:			
a) Shares carrying voting rights	----	----	----
b) Shares encumbered with the acquirer	3,42,22,062	1.65%	----
c) VRs otherwise than by shares	----	----	----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	----	----	----
Total (a+b+c+d)	3,42,22,062	1.65%	----
Mode of acquisition/-sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Release and Pledge of Equity shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Pledge dates: February 01, 2019, March 27, 2019, June 03, 2019, August 01, 2019 and August 21, 2019 Release dates: November 29, 2018, January 21, 2019, February 01, 2019, March 29, 2019, April 05, 2019 May 16, 2019, May 31, 2019, June 11, 2019, July 19, 2019 and October 03, 2019		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	2,07,09,51,761 Equity Shares (As per the Shareholding pattern available on BSE website for the quarter ended June 2019)		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	2,07,09,51,761 Equity Shares (As per the Shareholding pattern available on BSE website for the quarter ended June 2019)		
Total diluted share/voting capital of the TC after the said acquisition	-----		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Note:

- (i) 2,63,45,640 Equity Shares of the Company have been pledged with Vistra on above mentioned dates in capacity as a Security Trustee for Term loan facility availed by Adani Properties Private Limited, Adani Rail Infra Private Limited, Adani Green Energy Private Limited, Adani Infrastructure Management Services Limited and Udupi Power Corporation Limited.
- (ii) 4,99,67,967 Equity Shares of the Company have been Released from Vistra on above mentioned dates in capacity as a Security Trustee for Term loan facility availed by Adani Rail Infra Private Limited, Adani Properties Private Limited & Udupi Power Corporation Limited and in capacity as a Debenture Trustee in order to secure the Debentures issued by Adani Infra (India) Ltd.

As per the Securities Exchange Board of India letter dated August 08, 2014 (enclosed for your reference), the primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra ITCL in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For Vistra ITCL (India) Limited


Authorised Signatory

Place: Mumbai

Encl.: As above



DEPUTY GENERAL MANGER
CORPORATION-FINANCE DEPARTMENT
E-mail : amitt@sebi.gov.in
Tel. (Direct): 26449373

भारतीय प्रतिभूति
और विनियम बोर्ड
Securities and Exchange
Board of India

CFD/PC/CB/OW/23475/14
August 08, 2014

IL&FS Trust Company Limited
IL&FS Financial center
Plot no. C-22, G Block, 5th floor
Bandra Kurla Complex
Bandra East
Mumbai-400051

K.A.: Mr. Narendra Joshi, General Counsel and Compliance Officer

Sir,

Sub: Clarification under SEBI(Substantial Acquisition of shares and Takeovers) Regulations, 2011(herein referred to as " Regulations").

1. This has reference to your letter dated August 05, 2014 seeking clarification, inter-alia, as to whether the beneficiary should alone be responsible for compliance with the reporting requirements under the Regulations
2. We have considered the submissions made by you in your letter under reference and our views on the issue are as under:
 - a. The primary onus of complying with the relevant provisions of the Regulations should be either on the entity with whom the shares are pledged (which can be invoked at a later stage only by the entity or under its instructions and the beneficial voting rights will then vest with that entity) or the beneficial owners of the shares and not on the Trustee.
 - b. However, the Trustee should make it clear to their clients that the onus for compliance with requirements under the Regulations is on them. Further, if the Trustee has reasons to believe that some entities are persons acting in concert in a particular scrip for which it is holding shares in Trust, the onus should be on the Trustee to require the clients to make appropriate disclosures in this regard and he shall not facilitate non-compliance in any manner.
3. This letter is being issued with the approval of the competent authority.

Yours faithfully,

AMIT TANDON

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर. एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel.: 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in