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February 4, 2021

BSE Limited
Floor 25, P J Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 532921

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Scrip Code: ADANIPOINTS

Sub: Disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) – settlement of tender offer in respect of Adani Ports and Special Economic Zone limited (“Company”) US\$ 500,000,000 3.95% Senior Notes due 2022

Dear Sir,

This is in furtherance to our letter dated January 26, 2021 and February 3, 2021 intimating regarding a tender offer in respect of US\$ 500,000,000 3.95% Senior Notes due 2022 (“Notes”) which were listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”), inviting holders of the Notes (“Noteholders”) to offer to sell for cash to the Company the Notes held by the Noteholders (“Tender Offer”) in accordance with the terms of the tender offer memorandum dated January 26, 2021 (“Tender Offer Memorandum”).

The Company wishes to inform that subsequent to the expiry of Tender Offer at 5:00pm, New York time on February 2, 2021, the Finance Committee has cancelled the Notes that have been validly tendered and purchased by the Company aggregating to U.S.\$ 319,574,000 of the principal amount. The aggregate principal amount of the Notes that remain outstanding upon cancellation of the Notes pursuant to the Tender Offer is U.S.\$ 180,426,000.

Subject to market conditions and obtaining all relevant government and other approvals, the Company may choose to exercise its right to optionally redeem, on or about March 4, 2021, any Notes not purchased by the Company in the Tender Offer, at a price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date, plus an applicable “make-whole” premium, pursuant to the terms of the trust deed dated February 2, 2021 (“Trust Deed”). The Company will calculate the amount of the applicable “make-whole” premium five business days prior to the redemption date and notify the

Adani Ports and Special Economic Zone Ltd
Adani Corporate House, Shantigram,
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Noteholders promptly thereafter. This announcement does not constitute a notice of redemption under the optional redemption provisions of the Trust Deed.

Further, please find enclosed herewith press release regarding "Adani Ports and Special Economic Zone Limited Announces the settlement of its Cash Tender Offer for Any and All of its US\$500,000,000 3.95% Senior Notes due 2022".

We request you to take this on record, and to treat the same as compliance with the applicable provisions of the SEBI Listing Regulations.

Thanking you,

Yours faithfully,

For Adani Ports and Special Economic Zone Limited

Kamlesh Bhagia
Company Secretary



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Adani Ports and Special Economic Zone Limited Announces the settlement of its Cash Tender Offer for Any and All of its US\$500,000,000 3.95% Senior Notes due 2022

3 February 2021 – Adani Ports and Special Economic Zone Limited today announced the settlement of its previously announced tender offer to purchase for cash (the “Tender Offer”) any and all of its outstanding US\$500,000,000 3.95% Senior Notes due 2022, CUSIP: Y00130 HS9, ISIN: USY00130HS90 (Regulation S) and CUSIP: 00652M AC6, ISIN: US00652MAC64 (Rule 144A) (the “Notes”). The Company hereby announces that payment of the Consideration plus Accrued Interest for all US\$319,574,000 Notes validly tendered prior to the expiration date and time (the “Expiration Date and Time”) (and not validly withdrawn) and accepted for purchase by the Company has been made on 3 February 2021.

Pursuant to the settlement of the Tender Offer, US\$319,574,000 in principal amount of the Notes were purchased and redeemed by the Company on 3 February 2021 and cancelled pursuant to the terms and conditions of the Notes. Following the cancellation, US\$180,426,000 in principal amount of the Notes remain outstanding.

The Tender Offer was made pursuant to the Tender Offer Memorandum dated 26 January 2021 (the “Tender Offer Memorandum”), which is available on the tender website (the “Tender Website”) <https://bonds.morrowsodali.com/adaniports>. Capitalized terms used in this announcement but not defined herein have the meanings given to them in the Tender Offer Memorandum.

Investor and Media Contact:

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Disclaimers

This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire or exchange any Notes is being made pursuant to this announcement. This announcement should not be considered as an advertisement, invitation, offer, sale or solicitation of an offer to subscribe for or purchase any securities, whether by way of private placement or to the public in India.

This announcement, the Tender Offer Memorandum and any related documents do not constitute an offer to buy or the solicitation of an offer to sell securities in any circumstances or jurisdictions in which such offer or solicitation is unlawful. Securities may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration pursuant to the U.S. Securities Act of 1933, or an exemption from registration.