

adani

February 22, 2022

To:

National Stock Exchange of India Limited BSE Limited

Exchange Plaza, BKC, Bandra (East)
Mumbai – 400 051

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

Adani Ports and Special Economic Zone Limited (APSEZL)

"Adani Corporate House",
Shantigram, Near Vaishno Devi Circle,
S.G. Highway, Khodiyar,
Ahmedabad-382421

Subject: Disclosure under Reg. 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

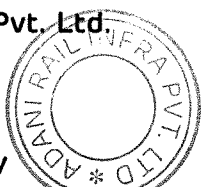
Please find attached herewith disclosure under Reg. 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pursuant to allotment of 7,06,21,469 equity shares by APSEZL on February 21, 2022 with respect to the composite scheme of arrangement between Brahmi Tracks Management Services Private Limited, Adani Ports and Special Economic Zone Limited, Adani Tracks Management Services Private Limited and Sarguja Rail Corridor Private Limited ("Scheme") as approved by Hon'ble National Company Law Tribunal (NCLT), Ahmedabad Bench.

Kindly take the same on record.

Thanking You,

For Adani Rail Infra Pvt. Ltd.


Authorised Signatory



Encl: Disclosure in the prescribed format

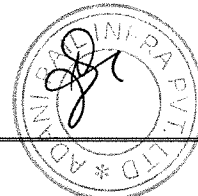
Adani Rail Infra Private Limited
(earlier known as Adani Shipyard Pvt. Ltd.)
Adani Corporate House, Shantigram,
Near Vaishno Devi Circle, S.G. Highway, Khodiyar,
Ahmedabad 382 421
Gujarat, India
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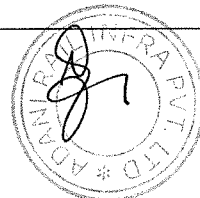
Registered Office: Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S.G. Highway, Khodiyar, Ahmedabad-382 421 Gujarat, India

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Adani Ports and Special Economic Zone Limited ("APSEZL")		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p>Adani Rail Infra Private Limited (hereinafter the "Acquirer")</p> <p>Persons acting in concert with the Acquirer: Other shareholders of APSEZL belonging to its promoter and promoter group, namely: (i) Gautam S. Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust); (ii) Rajesh S. Adani & Shilin R. Adani (on behalf of Rajesh S. Adani Family Trust); (iii) Adani Tradeline LLP; (iv) Worldwide Emerging Market Holding Ltd; (v) Afro Asia Trade and Investments Ltd.; (vi) Emerging Market Investment DMCC; (vii) Gautam S. Adani; (viii) Rajesh S. Adani; (ix) Flourishing Trade and Investment Ltd.; and (x) Adani Properties Private Limited (collectively, the "PACs").</p>		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
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 <u>Acquirer and PACs</u>:			



a) Shares carrying voting rights	130,33,27,635	63.83%	63.83%
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	For details, please see Annexure 1 attached herewith.		
c) Voting rights (VR) otherwise than by equity 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)			
e) Total (a+b+c+d)	130,33,27,635	63.83%	63.83%
Details of acquisition/sale by the Acquirer	7,06,21,469	3.34%	3.34%
a) Shares carrying voting rights acquired/sold	The net acquisition by the Acquirer along with PAC aggregates to 1.21%. For details, please see Annexure 1 attached herewith.		
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.			
e) Total (a+b+c+/-d)	7,06,21,469	3.34%	3.34%
After the acquisition/sale, holding of Acquirer and PAC:	137,39,49,104	65.04%	65.04%
a) Shares carrying voting rights	For details, please see Annexure 1 attached herewith.		
b) Shares encumbered with the acquirer			
c) VRs otherwise than by equity 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			
e) Total (a+b+c+d)	137,39,49,104	65.04%	65.04%
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Shares acquired by the Acquirer pursuant to allotment of shares by APSEZL with respect to the composite scheme of arrangement between Brahmi Tracks Management Services Private Limited, APSEZL, Adani Tracks Management Services Private Limited and Sarguja Rail Corridor Private Limited as approved by Hon'ble National Company Law Tribunal, Ahmedabad Bench.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	7,06,21,469 equity shares of APSEZL were allotted to the Acquirer on February 21, 2022.		
Equity share capital / total voting capital of the TC before the said acquisition/sale	Equity Share Capital of TC, i.e. APSEZL, before the said acquisition by the Acquirer = Rs. 408,35,03,522 (consisting of 204,17,51,761 equity shares of face value of Rs. 2 each)		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Equity Share Capital of TC, i.e. APSEZL, after the said acquisition by the Acquirer = Rs. 422,47,46,460 (consisting of 211,23,73,230 equity shares of face value of Rs. 2 each)		
Total diluted share/voting capital of the TC after the said acquisition/sale	Diluted Equity Share Capital of TC, i.e. APSEZL, after the said acquisition by the Acquirer = Rs. 422,47,46,460 (consisting of 211,23,73,230 equity shares of face value of Rs. 2 each)		


Note:

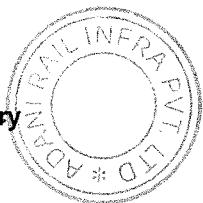
(* Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.



(**) 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.

For and on behalf of Adani Rail Infra Private Limited


Authorised Signatory



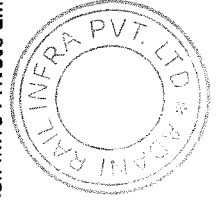
Place: Ahmedabad

Date: February 22, 2022

Name of Target Company(TC): Adani Ports and Special Economic Zone Limited

Sr. No.	Name of Acquirers	Pre-Allotment			Acquisition details			Post -Allotment		
		No. of shares	% w.r.t total share/voting capital wherever applicable	% w.r.t. total diluted share / voting capital of the TC	No. of shares	% w.r.t total share/voting capital wherever applicable	% w.r.t. total diluted share / voting capital of the TC	No. of shares	% w.r.t total share/voting capital wherever applicable	% w.r.t. total diluted share / voting capital of the TC
1	Adani Rail Infra Private Limited	0	0.00	0.00	70,621,469	3.34	3.34	70,621,469	3.34	3.34
	Total (a) - Acquirer	0	0.00	0.00	70,621,469	3.34	3.34	70,621,469	3.34	3.34
Details of Shareholders who are PAC with the Acquirer										
1	Gautam S. Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	799,353,935	39.15	39.15	-	-1.31	-1.31	799,353,935	37.84	37.84
2	Rajesh S. Adani & Shilin R. Adani (on behalf of Rajesh S. Adani Family Trust)	30,000	0.00	0.00	-	0.00	0.00	30,000	0.00	0.00
3	Adani Tradeline LLP (earlier known as Parse Kente Rail Infra LLP)	138,193,549	6.77	6.77	-	-0.23	-0.23	138,193,549	6.54	6.54
4	Worldwide Emerging Market Holding Ltd.	86,092,798	4.22	4.22	-	-0.14	-0.14	86,092,798	4.08	4.08
5	Afro Asia Trade and Investments Ltd.	89,945,212	4.41	4.41	-	-0.15	-0.15	89,945,212	4.26	4.26
6	Emerging Market Investment DMCC	84,179,195	4.12	4.12	-	-0.14	-0.14	84,179,195	3.99	3.99
7	Gautam S. Adani	1	0.00	0.00	-	0.00	0.00	1	0.00	0.00
8	Rajesh S. Adani	1	0.00	0.00	-	0.00	0.00	1	0.00	0.00
9	Flourishing Trade and Investment Ltd.	103,847,944	5.09	5.09	-	-0.17	-0.17	103,847,944	4.92	4.92
10	Adani Properties Pvt. Ltd.	1,685,000	0.08	0.08	-	0.00	0.00	1,685,000	0.08	0.08
	Total (b) - PAC	1,303,327,635	63.83	63.83	-	-2.13	-2.13	1,303,327,635	61.70	61.70
	Grand Total (a) + (b) (consisting of holding of Promoter and Promoter Group)	1,303,327,635	63.83	63.83	70,621,469	1.21	1.21	1,373,949,104	65.04	65.04

For and on behalf of Adani Rail Infra Private Limited



Authorised Signatory
Date: February 23, 2022
Place: Ahmedabad