



Ports and  
Logistics

Ref No: APSEZL/SECT/2023-24/71

October 14, 2023

**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: ADANIPTS**

**Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended – Early Settlement of Notes tendered pursuant to the Tender Offer.**

Dear Sir/Madam,

Further to our intimations dated September 27, 2023 and October 12, 2023, and pursuant to approval of the Finance Committee of the Board of Directors of Adani Ports and Special Economic Zone Limited (the "**Company**") in its meeting held on September 27, 2023, we wish to inform you that the Company has completed the early settlement of Notes tendered pursuant to the Tender Offer to purchase for cash up to US\$195,000,000 in aggregate principal amount of the outstanding 3.375% Senior Notes due 2024 (the "**Notes**") on October 12, 2023. The Company has arranged for the tendered Notes to be cancelled on or around October 13, 2023.

Further, please find enclosed herewith the press release regarding "Adani Ports and Special Economic Zone Limited Announces the Successful Early Settlement of Notes Tendered pursuant to the Tender Offer for its 3.375% Senior Notes due 2024".

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

**For Adani Ports and Special Economic Zone Limited**

**Kamlesh Bhagia**

**Company Secretary**

Encl.: As above

Adani Ports and Special Economic Zone Ltd  
Adani Corporate House, Shantigram,  
Nr. Vaishno Devi Circle, S. G. Highway,  
Khodiyar, Ahmedabad - 382421  
Gujarat, India  
CIN: L63090GJ1998PLC034182

Tel +91 79 2656 5555  
Fax +91 79 2555 5500  
[www.adaniports.com](http://www.adaniports.com)

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO, OR TO ANY PERSON LOCATED AND/OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.**

The Singapore Exchange Securities Trading Limited (“SGX-ST”) takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement. This announcement is for information purposes only and is not an offer to sell or the solicitation of an offer to acquire, purchase or subscribe for any securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever.



**Adani Ports and Special Economic Zone Limited Announces the Successful Early Settlement of Notes Tendered pursuant to the Tender Offer for its 3.375% Senior Notes due 2024.**

**ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED**

**Offer to Purchase for Cash**

**up to US\$195,000,000 in aggregate principal amount of the outstanding 3.375% Senior Notes due 2024**

(Regulation S Notes - CUSIP: Y00130RW9, ISIN: USY00130RW92)  
(Rule 144A Notes - CUSIP: 00652MAF9, ISIN: US00652MAF95)

**October 14, 2023, Saturday** – Adani Ports and Special Economic Zone Limited (the “**Company**”) hereby announces the successful early settlement of Notes (as defined herein) tendered pursuant to its previously announced offer to purchase for cash (the “**Tender Offer**”) up to US\$195,000,000 in aggregate principal amount (the “**Maximum Acceptance Amount**”) of its outstanding 3.375% Senior Notes due 2024 (the “**Notes**”) from each registered holder (each, a “**Holder**” and, collectively, the “**Holders**”), on the terms and subject to the conditions set forth in the tender offer memorandum dated September 27, 2023 (as it may be amended or supplemented from time to time, the “**Tender Offer Memorandum**”) prepared in connection with the Tender Offer.

The Company paid a total of US\$191,534,834.53, comprised of (i) the Early Tender Offer Consideration in the amount of US\$975 per US\$1,000 principal amount, and (ii) accrued interest, of US\$7.4063 per US\$1,000, of US\$194,965,000 in aggregate principal amount of the Notes validly tendered on or prior to 5:00 P.M., New York City time, on October 11, 2023 (the “**Early Tender Date**”) and accepted for purchase by the Company on October 12, 2023 (the “**Tendered Notes**”). The Company has arranged for the Tendered Notes to be cancelled on or around October 13, 2023. The aggregate principal amount of Notes that remains outstanding following the cancellation is US\$325,035,000 (the “**Outstanding Notes**”).

Since the principal amount of Notes validly tendered and not validly withdrawn on or prior to the Early Tender Date exceeded the Maximum Acceptance Amount, the Company will not accept any Notes tendered after the Early Tender Date.

**Holders are advised to read carefully the Tender Offer Memorandum, available on the Tender Offer Website, for full details of and information on the procedures for participating in the Tender Offer.**

## **Cautionary Statement Concerning Forward-Looking Statements:**

Certain statements in this press release are forward-looking statements within the meaning of Section 21E of the U.S. Securities Exchange Act of 1934, and are subject to the safe harbor created thereby. Actual results may differ materially from these statements. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “expect”, “intend”, “may”, “will”, or other words or phrases of similar import but these are not the exclusive means of identifying these statements. Although the Company believes that the expectations reflected in its forward-looking statements are reasonable, such expectations might not prove to be correct. Statements in this press release speak only as of the date of this press release, and the Company disclaims any responsibility to update or revise such statements.

## **Investor and Media Contact:**

### **For Media queries:**

Paul Roy at [roy.paul@adani.com](mailto:roy.paul@adani.com)

### **For Investor Relations**

Charanjit Singh at [charanjit.singh@adani.com](mailto:charanjit.singh@adani.com)

## **Disclaimers:**

THE TENDER OFFER MEMORANDUM SHOULD BE READ CAREFULLY BEFORE A DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. NONE OF THE COMPANY, THE INFORMATION AND TENDER AGENT, THE TRUSTEE OR THE DEALER MANAGERS MAKES ANY RECOMMENDATION AS TO WHETHER OR NOT HOLDERS SHOULD TENDER THEIR NOTES.

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 and the Tender Offer Memorandum contain important information which must be read carefully before any decision is made with respect to the Tender Offer. If any holder of Notes is in any doubt as to the action it should take, it should seek its own legal, tax and financial advice, including as to any tax consequences, from its legal, accounting, financial and other advisers. Any holder whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Tender Offer. None of the Company, the Dealer Managers, D.F. King Limited, the Trustee or any of their respective directors, officers, employees, agents or affiliates, makes any recommendation as to whether holders of Notes should participate in the Tender Offer.

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 absent registration pursuant to the U.S. Securities Act of 1933 (“Securities Act”), or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

If a jurisdiction requires the Tender Offer to be made by a licensed broker or dealer, and any of the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in such jurisdiction, the Tender Offer will be deemed to be made by such Dealer Manager or affiliate on behalf of the Company in such jurisdiction.

This announcement should not be considered as an advertisement, invitation, offer, sale or solicitation of an offer to buy back any Notes in violation of applicable Indian laws. This announcement or any other offering document or material relating to the Tender Offer has not been and will not be circulated or distributed to any person or to the public in India. Any Holder participating in the Tender Offer, will be deemed to have acknowledged, represented and agreed that it is eligible to tender its Notes pursuant to applicable laws and regulations.

The Tender Offer is not being made in the United Kingdom, other than to persons who are “qualified investors” as defined in the Regulation (EU) No 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the “UK Prospectus Regulation”), or in other circumstances falling within Article 1(4) of the UK Prospectus Regulation. The Tender Offer is not being made, and has not been approved, by an

authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “FSMA”). Accordingly, the Tender Offer is not being made to the general public in the United Kingdom. This communication is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of the Company or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion Order 2005), and (2) to any other persons to whom this communication may lawfully be communicated.

The Tender Offer is not being made in any Member State of the European Economic Area, other than to persons who are “qualified investors” as defined in Regulation (EU) No 2017/1129 (as amended, the “Prospectus Regulation”), or in other circumstances falling within Article 1(4) of the Prospectus Regulation.

Each holder of Notes participating in the Tender Offer will be deemed to give certain representations as set out in the section titled “*Procedures for Tendering Notes*” in the Tender Offer Memorandum. Any tender of Notes for purchase pursuant to the Tender Offer from a holder of Notes that is unable to make these representations will not be accepted. Each of the Company, the Dealer Managers and D.F. King Limited reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Tender Offer, whether any such representation given by a holder of Notes is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender of Notes will not be accepted.

*The Information and Tender Agent for the Tender Offer is:*

**D.F. King Limited**

*In New York:*

*48 Wall Street, 22nd Floor  
New York, New York 10005  
United States*

*Telephone: banks and brokers call - +1 212 269 5550*

*All others (U.S. only) call -  
(877) 361-7972*

*Offer Website: <https://sites.dfkingltd.com/APSEZ>*

*Project Contact e-mail: [APSEZ@dfkingltd.com](mailto:APSEZ@dfkingltd.com)*

*In London:*

*65 Gresham Street  
London EC2V 7NQ  
United Kingdom*

*Telephone: +44 20 7920 9700*

*The Dealer Managers for the Tender Offer are (in alphabetical order):*

**Barclays Bank PLC**

*1 Churchill Place  
London E14 5HP  
United Kingdom*

*Email: [liability.management@barclays.com](mailto:liability.management@barclays.com) / [NJASyndicate@barclays.com](mailto:NJASyndicate@barclays.com)*

*Phone: +44 20 3134 8515 / +1 (800) 438-3242 / +1 (212) 528-7581*

*Attention: Liability Management Group*

**DBS Bank Ltd**

*12 Marina Boulevard  
Level 42*

*Marina Bay Financial Centre Tower 3*

*Singapore 018982*

*Email: [dbstmng@db.com](mailto:dbstmng@db.com)*

*Phone: +65 6878 9821*

*Attention: Treasury & Markets – Fixed Income Origination*

**Emirates NBD Bank PJSC**

*PO Box 777*

*Dubai*

*United Arab Emirates*

*Email: [dcmsf@emiratesnbd.com](mailto:dcmsf@emiratesnbd.com)*

*Phone: +971 4 3032 800*

*Attention: Debt Capital Markets*

**First Abu Dhabi Bank PJSC**

*FAB Building*

*Khalifa Business Park – Al Qurm district*

*P.O Box 6316*

*Abu Dhabi, United Arab Emirates*

*Email: [LiabilityManagement@bankfab.com](mailto:LiabilityManagement@bankfab.com)*

*Phone: +971 4 565 9956*

*Attention: DCM & Liability Management*

**Mizuho Securities (Singapore) Pte. Ltd.**

*12 Marina View*

*#26-02 Asia Square Tower 2*

*Singapore 018961*

*Email: [AS\\_DBSYN@hk.mizuho-sc.com](mailto:AS_DBSYN@hk.mizuho-sc.com)*

*Phone: +65 6603 5688*

Attention: Debt Capital Markets

**MUFG Securities Asia Limited Singapore Branch**

7 Straits View  
#23-01 Marina One East Tower  
Singapore 018936

Email: [liability.management@mufgsecurities.com](mailto:liability.management@mufgsecurities.com)

Phone: +65 6232 7631/+33 1709 14279

Attention: Legal – Capital Markets

**SMBC Nikko Securities (Hong Kong) Limited**

Room 607-614, 6/F, One International Finance Centre  
1 Harbour View Street  
Central

Hong Kong

Email: [DCM.SSEA@smbenikko-hk.com](mailto:DCM.SSEA@smbenikko-hk.com)

Phone: +852 2842 1111

Attention: DCM

**Standard Chartered Bank**

One Basinghall Avenue  
London EC2V 5DD  
United Kingdom

Email: [liability\\_management@sc.com](mailto:liability_management@sc.com)

Phone: +44 207 885 8888

Attention: Liability Management

Any questions regarding the terms of the Tender Offer should be directed to the Dealer Managers.

Electronic copies of all documents related to the Tender Offer will be available online via the Tender Offer Website at <https://sites.dfkingltd.com/APSEZ> until the consummation or termination of the Tender Offer.