



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

Subject: Report under Reg. 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

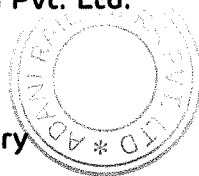
Please find attached herewith report under Reg. 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pursuant to allotment of 7,06,21,469 equity shares by APSEZL on February 21, 2022 with respect to the composite scheme of arrangement between Brahmi Tracks Management Services 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: Report in the prescribed format

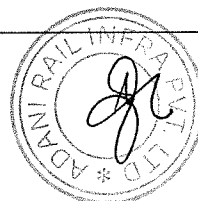
Adani Rail Infra Private Limited  
(earlier known as Adani Shipyard Pvt. Ltd.)  
Adani Corporate House, Shantigram,  
Near Vaishno Devi Circle, S.G. Highway, Khodiyar,  
Ahmedabad 382 421  
Gujarat, India  
CIN: U60231GJ2005PTC046473

Tel +91 79 2656 5555  
Fax +91 79 2656 5500  
info@adani.com  
www.adani.com

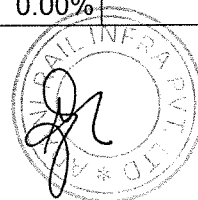
Registered Office: Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S.G. Highway, Khodiyar, Ahmedabad-382 421 Gujarat, India

**Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	Adani Ports and Special Economic Zone Limited ("APSEZL" or "TC")
2.	Name of the acquirer(s)	<i>Acquirer:</i> Adani Rail Infra Private Limited ("ARIPL" or "Acquirer")  <i>Persons acting in concert with the Acquirer:</i> 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 and 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 "Promoter Group").
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited National Stock Exchange of India Limited
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	APSEZL has allotted to the Acquirer 7,06,21,469 equity shares of APSEZL (representing 3.34% of the total post-allotment paid up share capital of APSEZL) pursuant to the composite scheme of arrangement between APSEZL, Brahmi Tracks Management Services Private Limited, Adani Tracks Management Services Private Limited and Sarguja Rail Corridor Private Limited as approved by Hon'ble National Company Law Tribunal, Ahmedabad Bench.  Pursuant to this transaction, the total equity shareholding of the Promoter Group of APSEZL (including the Acquirer) will increase by 1.21%.
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(ii)
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	No  Not applicable  Not applicable



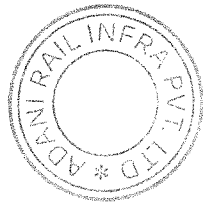
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller <b>Not applicable</b>	No		Not applicable	
	b. Date of acquisition <b>February 21, 2022</b>	No		Not applicable	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above <b>Allotment of 7,06,21,469 equity shares by TC</b>	No		Not applicable	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC <b>3.34% of the post-allotment share capital of TC</b>	No		Not applicable	
	e. Price at which shares are proposed to be acquired / actually acquired <b>Not applicable</b>	No		Not applicable	
8	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	<b>Each Acquirer</b> Adani Rail Infra Private Limited	0	0.00%	70,621,469	3.34%
	<b>PACs with Acquirer – Other members of Promoter and Promoter Group of the TC</b>				
	Gautam S. Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	79,93,53,935	39.15%	79,93,53,935	37.84%
	Rajesh S. Adani & Shilin R. Adani (on behalf of Rajesh S. Adani Family Trust)	30,000	0.00%	30,000	0.00%
	Adani Tradeline LLP (earlier known as Parsa Kente Rail Infra LLP)	13,81,93,549	6.77%	13,81,93,549	6.54%
	Worldwide Emerging Market Holding Ltd.	8,60,92,798	4.22%	8,60,92,798	4.08%
	Afro Asia Trade and Investments Ltd.	8,99,45,212	4.41%	8,99,45,212	4.26%
	Emerging Market Investment DMCC	8,41,79,195	4.12%	8,41,79,195	3.99%
	Gautam S. Adani	1	0.00%	1	0.00%



	Rajesh S. Adani	1	0.00%	1	0.00%
	Flourishing Trade and Investment Ltd.	10,38,47,944	5.09%	10,38,47,944	4.92%
	Adani Properties Pvt. Ltd.	16,85,000	0.08%	16,85,000	0.08%
	<b>TOTAL</b>	<b>1,303,327,635</b>	<b>63.83%</b>	<b>1,373,949,104</b>	<b>65.04%</b>

For Adani Rail Infra Private Limited

  
**Authorised Signatory**



Date: February 22, 2022

Place: Ahmedabad

**Notes**

1. (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
2. The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.