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Ref No: APSEZL/SECT/2021-22/87

September 22, 2021

**BSE Limited**

Floor 25, P J Towers,  
Dalal Street,  
Mumbai – 400001  
**Scrip Code: 532921**

**National Stock Exchange of India Limited**

Exchange plaza,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400051  
**Scrip Code: ADANI PORTS**

**Sub: Intimation under Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").**

Dear Sir,

With reference to above, we would like to inform that the Board of Directors of Adani Ports and Special Economic Zone Limited ("**Company**") at the meeting held today, has approved the following:

The Board of Directors of the Company based on the recommendations of the Audit Committee and the Committee of Independent Directors has considered and approved the Composite Scheme of Arrangement among Gangavaram Port Limited ("**GPL**") and Adani Ports and Special Economic Zone Limited ("**APSEZ**") and Adani Gangavaram Port Private Limited ("**AGPPL**") and their respective shareholders and creditors (**the 'Scheme'**) under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder ("**the Act**"). Further, the Board has given authorization to file the Scheme along with relevant disclosures, documents, certifications and undertakings with the stock exchanges.

**The Scheme, inter alia, provides for:**

- a) amalgamation of GPL with APSEZ with effect from the Appointed Date 1, i.e. April 1, 2021, pursuant to the provisions of Sections 230 – 232 and/or other applicable provisions of the Act and in compliance with Section 2(1B) of the IT Act;

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

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- b) transfer of the Divestment Business Undertaking as a going concern on a Slump Sale basis, with effect from the Appointed Date 2 i.e. April 2, 2021, by APSEZ to AGPPL for a lump sum consideration under Sections 230 – 232 and/or other applicable provisions of the Act and in accordance with Section 2(42C) of the IT Act.
- c) Various other matters consequential or otherwise integrally connected herewith.

**Valuation Reports and Fairness Reports:**

- 1) Valuation report dated September 22, 2021 issued by BDO Valuation Advisory LLP, a registered valuer pursuant to Section 247 of the Act, stipulating inter alia
  - The methodology adopted and the valuation arrived at in relation to the amalgamation of GPL into APSEZ.
  - The methodology adopted and the valuation arrived at in relation to the Divestment Business Undertaking from APSEZ to AGPPL;
- 2) Fairness opinion dated September 22, 2021 issued by Barclays Bank PLC and JM Financial Limited, SEBI registered Merchant Bankers, to the APSEZ, providing its opinion on the fairness opinion on the Share Exchange Ratio recommend in the valuation report in relation to amalgamation of GPL into APSEZ.
- 3) Fairness opinion dated September 22, 2021 issued by Vivro Financial Services Private Limited, a SEBI registered merchant banker, to the APSEZ, providing its opinion on the fairness opinion on the lump sum consideration as recommended in the valuation report in relation to the Divestment Business Undertaking from APSEZ to AGPPL.

The Scheme is subject to receipt of approvals of shareholders and creditors of companies involved and approval of other regulatory authorities as may be required, including those of the National Stock Exchange of India Limited, BSE

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Limited, Securities and Exchange Board of India and the National Company Law Tribunal ("NCLT").

The details as per Regulation 30 of the Listing Regulations read with Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is annexed herewith as **Annexure - A**.

A copy of the press release dated September 22, 2021 is enclosed herewith.

The meeting commenced at 6.30 p.m. and concluded at 7.45 p.m.

This is for your information and records.

Thanking you,

Yours faithfully,

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

**Kamlesh Bhagia**  
**Company Secretary**



Encl: a/a

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## Annexure – A

The details as per Regulation 30 of the Listing Regulations read with Circular CIR/CFD/CMD/4/2015 dated September 9, 2015:

Sr. No.	Particulars	Description												
1	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p>This Scheme is a Composite Scheme of Arrangement ("Scheme") involving:</p> <p>a) Adani Ports and Special Economic Zone Limited ("<b>APSEZ</b>")</p> <p>b) Gangavaram Port Limited ("<b>GPL</b>")</p> <p>c) Adani Gangavaram Port Private Limited ("<b>AGPPL</b>") ; wholly owned subsidiary of APSEZ.</p> <p>Set out below is the net-worth and total income as on March 31, 2021 of the entities involved in the Scheme:</p> <p style="text-align: right;">(Amount in INR Crores)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Total Income</th> <th>Net Worth</th> </tr> </thead> <tbody> <tr> <td>APSEZ</td> <td>6,643.46</td> <td>21,801.28</td> </tr> <tr> <td>GPL</td> <td>1,103.33</td> <td>2,345.89</td> </tr> <tr> <td>AGPPL*</td> <td>-</td> <td>0.00</td> </tr> </tbody> </table> <p>*Incorporated on 14.07.2021</p> <p>Annual Turnover of the Divestment Business Undertaking of APSEZ (FY 2020-21): Rs. 1,103.33 crores.</p> <p>Percentage to total turnover (Rs. 6,643.46 crores): 16.61%</p>	Particulars	Total Income	Net Worth	APSEZ	6,643.46	21,801.28	GPL	1,103.33	2,345.89	AGPPL*	-	0.00
Particulars	Total Income	Net Worth												
APSEZ	6,643.46	21,801.28												
GPL	1,103.33	2,345.89												
AGPPL*	-	0.00												
	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	<p>Yes, Part IV of the Scheme i.e. transfer of divestment business undertaking from APSEZ to AGPPL would fall within related party transactions.</p> <p>The said transaction shall not attract compliance with the requirements of Section 188 of the Companies Act, 2013 pursuant to the clarifications provided in General Circular No. 30/2014 dated July 17, 2014.</p> <p>The consideration for the Scheme will be discharged on an 'arm's length' basis.</p>												



3	Area of business of the entity(ies)	<b>Company</b>	<b>Business</b>
		APSEZ	APSEZ is India's largest private multi-port operator and developer with presence in various parts of India. It is a developer of multi product Special Economic Zone at Mundra, Gujarat.
		GPL	GPL is engaged in the business of handling various types of Dry bulk and Break bulk cargo. Port is located near the richest minerals and metal industrial belt ensuring steady increase in cargo flow.
		AGPPL	AGPPL is incorporated with an object to carry on the business of port and port related activities.
4	Rationale for Scheme	<p>The Scheme will result in catering to a large hinterland forming part of Visakhapatnam and Gangavaram Ports in the State of Andhra Pradesh. The State of Andhra Pradesh is progressive, and growth focused with investor friendly policies. It has great potential of industrial development which in turn would require new ports and facilities. With this Scheme, APSEZ would be able to expand its presence in the State of Andhra Pradesh and contribute to the progress of the state's economy by upgrading and further developing the state's marine infrastructure through its wholly owned subsidiary company, viz. AGPPL.</p> <p>The Scheme will help in creating synergies and would benefit from the combined resources, experience and expertise in developing and operating ports in India. This would lead to reduction in logistic costs for the customers and trade as a whole as a part of the same APSEZ group. Additionally, development of Gangavaram port would also create value for APSEZ and its shareholders.</p> <p>The Scheme will result increase in strength of APSEZ group. The Scheme will help in garnering new clients and extended geography in the State of Andhra Pradesh.</p> <p>APSEZ will use its enhanced information technology management system and infrastructural facilities to improve the efficiencies which will lead to business process transformation of Gangavaram port. This will eventually lead to reduction in time and consequently costs for the consumers.</p>	
5	In case of cash consideration- amount or otherwise share exchange	1. 159 APSEZ Shares, credited as fully paid-up, for 1,000 equity shares fully paid-up held by such member in GPL (" <b>Share Exchange Ratio</b> "). APSEZ Shares to be issued by	



	ratio	APSEZ to the shareholders of GPL.  2. AGPPL shall pay a lump sum consideration of Rs. 5,827 crores to APSEZ for transfer and vesting of the Divestment Business Undertaking of APSEZ in AGPPL by way of Slump Sale basis.																								
6	Brief details of change in shareholding pattern (if any) of entities.	Change in shareholding of APSEZ  <table border="1"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre Scheme*</th> <th colspan="2">Post Scheme</th> </tr> <tr> <th>No. of shares</th> <th>% share holding</th> <th>No. of shares</th> <th>% share holding</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>1,303,327,635</td> <td>63.83</td> <td>1,303,327,635</td> <td>62.37</td> </tr> <tr> <td>Public</td> <td>738,424,126</td> <td>36.17</td> <td>786,189,841</td> <td>37.63</td> </tr> <tr> <td>Total</td> <td>2,041,751,761</td> <td>100.00</td> <td>2,089,517,476</td> <td>100.00</td> </tr> </tbody> </table>	Category	Pre Scheme*		Post Scheme		No. of shares	% share holding	No. of shares	% share holding	Promoter	1,303,327,635	63.83	1,303,327,635	62.37	Public	738,424,126	36.17	786,189,841	37.63	Total	2,041,751,761	100.00	2,089,517,476	100.00
Category	Pre Scheme*			Post Scheme																						
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Total	2,041,751,761	100.00	2,089,517,476	100.00																						

*\*A separate composite scheme of arrangement between Brahmi Tracks Management Services Private Limited and APSEZ and Adani Tracks Management Services Private Limited and Sarguja Rail Corridor Private Limited and their respective shareholders and creditors ("composite scheme") has been approved by the respective board of directors of the aforesaid companies. The said composite scheme would be effective, inter alia, upon the composite scheme being approved/sanctioned by the Governmental Authority and jurisdictional National Company Law Tribunal. Clause 6 of Part II of the said composite scheme provides for issuance of 7,06,21,469 fully paid-up equity shares of INR 2/- each by APSEZ to the equity shareholders of Brahmi Tracks Management Services Private Limited. Upon the effectiveness of the composite scheme, the promoter holding in share capital of APSEZ would stand increased to 1,373,949,104 equity shares (65.04%) and public will be 738,424,126 (34.96%).*



**Media Release**

**APSEZ fully unlocks India's eastern hinterland with  
Rs. 6,200 Cr acquisition of Gangavaram Port**

**Completes Government of Andhra Pradesh's stake Purchase in GPL.  
Board Approves merger of GPL with APSEZ**

**EDITOR'S SYNOPSIS**

- APSEZ acquires Government of Andhra Pradesh's 10.4% stake for Rs. 645 Cr
- APSEZ and GPL boards have approved a merger at a swap ratio of 159:1,000 shares
- With the above, APSEZ achieves full closure on Gangavaram Port Ltd
- Acquisition earnings and value accretive to APSEZ shareholders

**Ahmedabad, 22 September 2021:** Adani Ports and Special Economic Zone Ltd (APSEZ), India's largest private Ports & Logistics company and the flagship transportation arm of the diversified Adani Group, has concluded acquisition of Government of Andhra Pradesh's (GoAP) stake of 10.4% with a consideration of Rs 645 Cr.

The boards of APSEZ and GPL have also approved the merger of GPL with APSEZ taking into consideration GPL's valuation of Rs. 120 per share and fair value of APSEZ at Rs. 754.8 per share, resulting in a swap ratio of 159 shares in APSEZ for 1,000 shares in GPL for 58.1% stake held by DVS Raju and Family in GPL. The merger, which has an appointed date of 1 April 2021 and is subject to NCLT approvals, is expected to conclude by 31 March 2022.

Earlier, in April 2021, APSEZ had acquired 31.5% from Windy Lakeside Investment Ltd, a Warburg Pincus affiliate, and had signed an agreement for controlling stake of 58.1% held by DVS Raju and Family. Post the merger of GPL and APSEZ, DVS Raju and family will receive approx. 4.8 Cr shares resulting in ~2.2% stake in APSEZ worth Rs 3,604 Cr.



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GPL is debt free with strong growth potential as part of the APSEZ portfolio. Transaction has been completed at an equity value of ~INR 6,200 Crs and implies an EV/ FY21 EBITDA multiple of ~8.8x and results in EPS accretion of ~7% to APSEZ FY 21 earnings.

GPL is a 64 MMT capacity non-major port established under concession from Government of Andhra Pradesh (GoAP) that extends till 2059 and is the gateway port for a hinterland spread over 8 states across Eastern, Western, Southern and Central India. This acquisition significantly expands APSEZ's access to several new markets. As a deep draft modern multipurpose port capable of handling fully laden Super Cape size vessels of up to 200,000 DWT, GPL handles a diverse mix of dry and bulk commodities including Coal, Iron Ore, Fertilizer, Limestone, Bauxite, Sugar, Alumina, and Steel.

In FY21, GPL had a cargo volume of 32.8 MMT, revenue of Rs. 1,057 Cr and EBITDA of Rs. 625 Cr and PAT of Rs. 494 Cr. In Q1 FY22, GPL handled 8.7 MMT of cargo and reported revenue of Rs. 313 Cr, EBITDA of Rs. 215 Cr and PAT of Rs. 192 Cr. With several operational initiatives underway, GPL is all set to continue its strong growth and margin expansion.

"We are committed to accelerating the industrialization of Andhra Pradesh," said **Mr. Karan Adani, CEO and Whole Time Director of APSEZ.** "The network of ports that we continue to build allows us to create an integrated mesh of logistics capabilities to deliver an unmatched set of services to our customers. Gangavaram is a major part of this mesh in one of India's fastest growing states. We are excited about the growth prospects of GPL, which is core to our east coast expansion strategy. GPL is advantageously located to allow us unprecedented access to the largely untapped hinterland market."

The addition of Gangavaram Port to the Adani Group's pan-India port network tremendously strengthens APSEZ's integrated logistics approach. With strong business momentum, capital structure efficiencies and a commitment to net zero emissions by 2025, APSEZ continues to deliver great value to its shareholders.

### **About Adani Ports and Special Economic Zone Ltd**

Adani Ports and Special Economic Zone Ltd (APSEZ), a part of the globally diversified Adani Group has evolved from a port company to a Ports & Logistics Platform. It is the largest port developer and operator in India with 12 strategically located ports and terminals — Mundra, Dahej, Tuna and Hazira in Gujarat, Dhamra in Odisha, Mormugao in Goa, Gangavaram, Visakhapatnam and Krishnapatnam in Andhra Pradesh, Dighi in Maharashtra and Kattupalli and Ennore in Chennai — representing 24%





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of the country's total port capacity, handling vast amounts of cargo from both coastal areas and the hinterland. The company is also developing a transshipment port at Vizhinjam, Kerala. Our Ports to Logistics Platform comprising our port facilities, integrated logistics capabilities, and industrial economic zones, puts us in an advantageous position as India stands to benefit from an impending overhaul in global supply chains. Our vision is to be the largest ports and logistics platform in the world in the next decade. With a vision to turn carbon neutral by 2025, APSEZ was the first Indian port and third in the world to sign up for Science Based Targets Initiative (SBTi) committing to emission reduction targets to control global warming at 1.5°C above pre-industrial levels. For more information, please visit [www.adaniports.com](http://www.adaniports.com)

**For media queries,** please contact: Roy Paul; [roy.paul@adani.com](mailto:roy.paul@adani.com)