



ATSL/CO/16-17/S 255
February 16, 2017

To,

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir,

Re.: Adani Ports and Special Economic Zone Limited – Security Trustee and Debenture Trustee for the Term Loan Facility (Facility) and Non-Convertible Debentures (NCDs) aggregating to Rs. 200 Crores and Rs. 500 Crores of Adani Properties Private Limited (the Company)

We write in capacity as the Security Trustee and the Debenture Trustee for the captioned Term Loan and NCDs of Adani Properties Private Limited.

In this connection, pursuant to regulations 29(2) of SEBI (SAST) Regulations 2011, we make the attached disclosures in respect of the Pledged Shares. We wish to clarify that we are holding the Pledged Shares in capacity as the Security Trustee and Debenture Trustee and that these disclosures are being made as a matter of abundant caution.

Thanking you.

Yours faithfully,
For Axis Trustee Services Limited


Authorized Signatory

AXIS TRUSTEE SERVICES LTD.

(A wholly owned subsidiary of Axis Bank)

Corporate Identity Number (CIN): U74999MH2008PLC182264

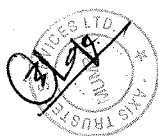
CORPORATE & REGISTERED OFFICE : Axis House, Ground Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

TEL : 022-6226 0054 / 6226 0050 Website: www.axistrustee.com

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

Part A – Details of Acquisition

Name of the Target Company (TC)	Adani Ports and Special Economic Zone Limited		
Name(s) of the acquirer/pledgee and Persons Acting in Concert (PAC) with the acquirer/pledgee	Axis Trustee Services Limited (ATSL) acting as Debenture Trustee and Security Trustee.		
Whether the acquirer/pledgee belongs to Promoter / Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited BSE Limited		
Details of acquisition 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 acquirer along with PACs of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	152912000	7.38%	7.38%
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
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)	Nil	Nil	Nil
Total (a + b + c + d)	152912000	7.38%	7.38%
Details of disposal			
a) Shares carrying voting rights acquired	Nil	Nil	Nil
b) VRs disposed otherwise than by equity shares	Nil	Nil	Nil
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	Nil	Nil	Nil



d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	62279000	3.01	3.01
Total (a + b + c + d)	62279000	3.01	3.01
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights acquired	Nil	Nil	Nil
b) VRs disposed otherwise than by equity shares	Nil	Nil	Nil
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	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	90633000	4.37%	4.37%
Total (a + b + c + d)	90633000	4.37%	4.37%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Pledge(Note: Axis Trustee Services Limited (as Security Trustee and Debenture Trustee) has not acquired the shares, but has taken Pledge of the above mentioned shares for the benefit of Lenders and Debenture holders.)		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc	---		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	February 14, 2017		
Equity share capital / total voting capital of the TC before the said acquisition/pledge	2070951761		
Equity share capital/ total voting capital of the TC after the said acquisition/pledge	2070951761		
Total diluted share/voting capital of the TC after the said acquisition/pledge	2070951761		



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Takeovers) Regulations, 2011

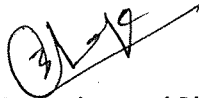
Part B

Name of the Target Company: Adani Ports and Special Economic Zone Limited

Name(s) of the acquirer/pledgee and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer/pledgee belongs to Promoter/Promoter Group	PAN of the acquirer and/or PACs
Axis Trustee Services Limited (ATSL) acting as Debenture Trustee and Security Trustee.	No	AAHCA3172B

Yours truly,

For **Axis Trustee Services Limited**


Mangalagowri Bhat
Manager
Mumbai
February 16, 2017

