

October 10, 2018

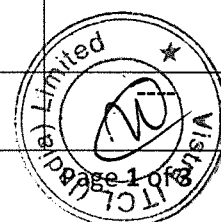


To,

General Manager, Department of Corporate Services, 14 th Floor, BSE Limited, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai - 400 001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex Bandra (E) Mumbai - 400 051.	Mr. Kamlesh Bhagia Company Secretary & Compliance Officer, Adani Ports And Special Economic Zone Limited Adani House, Mithakali Six Roads, Navrangpura, Ahmedabad, Gujarat, 380009
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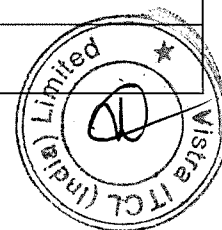
**DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF
SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Adani Ports And Special Economic Zone Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ('Vistra ITCL') (In our capacity as Security Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited(BSE) National Stock Exchange of India Limited (NSE)		
5. 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:			
a) Shares carrying voting rights	----	----	----
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NIL	NIL	----
c) Voting rights (VR) otherwise than by 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)	----	----	----
Total (a+b+c+d)	NIL	NIL	





Details of acquisition/-Sale			
a) Shares carrying voting rights acquired (pledge) / sold	----	----	----
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	10,56,55,389 (4,78,11,000)	5.10 % (2.31%)	----
Total (a+b+c+d)	5,78,44,389	2.79%	----
After the acquisition/-saleholding of:			
a) Shares carrying voting rights	----	----	----
b) Shares encumbered with the acquirer	5,78,44,389	2.79%	----
c) VRs otherwise than by 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	----	----	----
Total (a+b+c+d)	5,78,44,389	2.79%	----
Mode of acquisition/-sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Pledge and Release of shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Pledge dates: December 14, 2017, January 17, 2017, February 07, 2017, December 22, 2017, March 14, 2018, March 23, 2018, June 01, 2018, July 17, 2018, August 03, 2018, September 28, 2018, October 03, 2018 and October 05, 2018 Release dates: February 22, 2017, April 17, 2017, April 20, 2017, May 02, 2017, June 12, 2017, July 24, 2017, August 21, 2017, November 8, 2017, January 30, 2018 and September 29, 2018		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	2,07,09,51,761 Shares		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	2,07,09,51,761 Shares		
Total diluted share/voting capital of the TC after the said acquisition	2,07,09,51,761 Shares		



Note:



- (i) 10,56,55,389 (2695000+11856000 + 14872000 + 16048000 + 9527627 + 1200000 + 6833000+ 17500000 + 6396372 + 12079140 + 2500000 + 1200000 + 2948250) Equity Shares of Adani Ports And Special Economic Zone Limited have been pledged with Vistra ITCL (India) Limited on December 14, 2017, January 17, 2017, February 07, 2017, December 22, 2017, March 14, 2018, March 23, 2018, June 01, 2018, July 17, 2018, August 03, 2018, September 28, 2018, October 03, 2018 and October 05, 2018 in capacity as a Security Trustee for Term loan facility availed by Adani (Infra) India Limited.
- (ii) 4,78,11,000 (900000 + 1650000 + 2400000 + 295000+11856000 + 2000000 + 900000 + 13498000 + 1690000 + 10282000 + 2340000) Equity Shares of Adani Ports And Special Economic Zone Limited have been Released from Vistra ITCL (India) Limited on February 22, 2017, April 17, 2017, April 20, 2017, May 02, 2017, June 12, 2017, July 24, 2017, August 21, 2017, November 8, 2017, January 30, 2018 and September 29, 2018 in capacity as a Security Trustee for Term loan facility availed by Adani (Infra) India Limited.

As per the Securities Exchange Board of India letter dated August 08, 2014 (enclosed for your reference), the primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra ITCL in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For Vistra ITCL (India) Limited

Jatinder Chonani

Compliance Officer

Place: Mumbai

Date: October 10, 2018

Encl.: As above



DEPUTY GENERAL MANGER
CORPORATION FINANCE DEPARTMENT
E-mail : amitt@sebi.gov.in
Tel. (Direct): 26449373

भारतीय प्रतिभूति
और विनिमय बोर्ड
Securities and Exchange
Board of India

CFD/PC/CB/OWI/23475/14
August 08, 2014

IL&FS Trust Company Limited
IL&FS Financial center
Plot no. C-22, G Block, 5th floor
Bandra Kurla Complex
Bandra East
Mumbai-400051

K.A.: Mr. Narendra Joshi, General Counsel and Compliance Officer

Sir,

Sub: Clarification under SEBI(Substantial Acquisition of shares and Takeovers) Regulations, 2011(herein referred to as " Regulations").

1. This has reference to your letter dated August 05, 2014 seeking clarification, inter-alia, as to whether the beneficiary should alone be responsible for compliance with the reporting requirements under the Regulations
2. We have considered the submissions made by you in your letter under reference and our views on the issue are as under:
 - a. The primary onus of complying with the relevant provisions of the Regulations should be either on the entity with whom the shares are pledged (which can be invoked at a later stage only by the entity or under its instructions and the beneficial voting rights will then vest with that entity) or the beneficial owners of the shares and not on the Trustee.
 - b. However, the Trustee should make it clear to their clients that the onus for compliance with requirements under the Regulations is on them. Further, if the Trustee has reasons to believe that some entities are persons acting in concert in a particular scrip for which it is holding shares in Trust, the onus should be on the Trustee to require the clients to make appropriate disclosures in this regard and he shall not facilitate non-compliance in any manner.
3. This letter is being issued with the approval of the competent authority.

Yours faithfully,

AMIT TANDON

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर. एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel.: 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in