

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you, the registered Eligible Shareholders of Adani Ports and Special Economic Zone Limited (the “Company”) as on the Record Date (*defined hereinafter*), in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 including the circular issued by the Securities and Exchange Board of India (“SEBI”) bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 (the “Buy-back Regulations”). If the Eligible Shareholders require any clarifications regarding the action to be taken, Eligible Shareholders may, consult their stock brokers or investment consultants or the Manager or the Registrar. Please see the section entitled “Definition of Key Terms” on page 2 for the definition of the capitalized terms used herein.



ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

Registered Office: Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad 380 009, Gujarat, India

Contact Person: Kamlesh Bhagia, Company Secretary and Compliance Officer

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Corporate Identity Number: L63090GJ1998PLC034182

BUY-BACK OF UP TO 3,92,00,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH (“EQUITY SHARES”), AMOUNTING TO 1.89% OF THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2019, ON A PROPORTIONATE BASIS, FROM THE ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES AS ON JUNE 21, 2019 (THE “RECORD DATE”), BY WAY OF TENDER OFFER, FOR CASH AT A PRICE OF ₹ 500 PER EQUITY SHARE FOR AN AGGREGATE AMOUNT OF UP TO ₹ 19,60,00,00,000 (“BUY-BACK”). THE BUY-BACK SHALL BE UP TO 9.94% AND UP TO 8.44% OF THE AGGREGATE PAID-UP CAPITAL AND FREE RESERVES OF THE COMPANY AS PER THE AUDITED STANDALONE FINANCIAL STATEMENTS (IN ACCORDANCE WITH SECTION 68(2)(C) OF THE COMPANIES ACT, 2013) AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019, RESPECTIVELY.

The Buy-back is being undertaken by the Company in accordance with Article 45 of the Articles, the provisions of Sections 68, 69, 70 and other applicable provisions of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, and in compliance with the Buy-back Regulations. The Buy-back is subject to the approvals and permissions, as may be required from statutory, regulatory or governmental authorities under applicable law, including SEBI, the SEC and the Stock Exchanges.

The Buy-back represents up to 9.56% of the net worth of the Company as per the audited standalone financial statements of the Company for the financial year ended March 31, 2019.

This Letter of Offer shall be sent to Eligible Shareholders as on the Record Date. A copy of the Public Announcement, the Draft Letter of Offer is available and this Letter of Offer (including the Tender Form) shall be available on the website of the Securities and Exchange Board of India at www.sebi.gov.in.

For details in relation to the procedure for acceptance and tender of Equity Shares, please see the section entitled “*Procedure for Tender Offer and Settlement*” on page 46. The Tender Form is enclosed together with this Letter of Offer.

Eligible Shareholders are advised to refer to the sections entitled “*Details of Statutory Approvals*” and “*Note on Taxation*” on pages 40 and 52, respectively, before tendering their Equity Shares in the Buy-back.

MANAGER TO THE BUY-BACK



JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai
Maharashtra 400 025
Tel: +91 22 6630 3030
Fax: +91 22 6630 3330
Contact Person: Ms. Prachee Dhuri
E-mail: adaniports.buyback@jmf.com
SEBI Registration Number: INM000010361
Validity period: Permanent

REGISTRAR TO THE BUY-BACK



Link Intime India Private Limited
C-101, 247 Park
L.B.S. Marg
Vikhroli (West), Mumbai
Maharashtra 400 083
Tel: +91 22 4918 6300
Fax: +91 22 4918 6195
Contact Person: Sumeet Deshpande
E-mail: adaniports.buyback@linkintime.co.in
SEBI Registration Number: INR000004058
Validity period: Permanent

BUY-BACK PROGRAMME

Buy-back Opening Date	Friday, September 6, 2019
Buy-back Closing Date	Friday, September 20, 2019
Last date and time for receipt of the completed Tender Form	Monday, September 23, 2019 by 5:00 p.m.

TABLE OF CONTENTS

SCHEDULE OF ACTIVITIES	1
DEFINITION OF KEY TERMS	2
DISCLAIMER CLAUSE	5
TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING	7
DETAILS OF THE PUBLIC ANNOUNCEMENT	11
DETAILS OF THE BUY-BACK.....	12
AUTHORITY FOR THE BUY-BACK.....	13
NECESSITY OF THE BUY-BACK.....	14
MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUY-BACK ON THE COMPANY	15
BASIS OF CALCULATING THE BUY-BACK PRICE.....	22
SOURCES OF FUNDS FOR THE BUY-BACK.....	23
DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN	24
CAPITAL STRUCTURE AND SHAREHOLDING PATTERN.....	25
BRIEF INFORMATION OF THE COMPANY	28
FINANCIAL INFORMATION OF THE COMPANY.....	33
STOCK MARKET DATA	35
DETAILS OF STATUTORY APPROVALS	40
DETAILS OF REGISTRAR TO THE BUY-BACK.....	41
PROCESS AND METHODOLOGY FOR THE BUY-BACK.....	42
PROCEDURE FOR TENDER OFFER AND SETTLEMENT	46
NOTE ON TAXATION	52
DECLARATION	58
AUDITORS CERTIFICATE.....	59
DOCUMENTS FOR INSPECTION	62
GENERAL INFORMATION	63
DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THIS LETTER OF OFFER	64
TENDER FORM (FOR SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM)	65

SCHEDULE OF ACTIVITIES

Activity	Day and Date
Date of Board Meeting approving the Buy-back	Tuesday, June 4, 2019
Date of Public Announcement for the Buy-back	Thursday, June 6, 2019
Date of publication of the Public Announcement	Friday, June 7, 2019
Record Date	Friday, June 21, 2019
Date of opening of the Buy-back	Friday, September 6, 2019
Date of closing of the Buy-back	Friday, September 20, 2019
Last date of receipt of the completed Tender Forms and other specified documents	Monday, September 23, 2019
Last date of verification of Tender Forms by the Registrar	Tuesday, September 24, 2019
Last date of intimation regarding acceptance or non-acceptance of tendered Equity Shares to the Stock Exchanges	Monday, September 30, 2019
Last date of settlement of bids on the Stock Exchanges	Tuesday, October 1, 2019
Last date of Payment to Eligible Shareholders / return of unaccepted demat shares by Stock Exchange to Seller Member/ Eligible Shareholders	Tuesday, October 1, 2019
Last date of extinguishment of Equity Shares	Tuesday, October 8, 2019

Note: In case the last date is mentioned for certain activities, such activities may be completed on or before such last date.

DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buy-back Regulations, the Companies Act, the Depositories Act, and the rules and regulations made thereunder.

Term	Description
Acceptance, Accept, or Accepted	Acceptance of Equity Shares tendered by Eligible Shareholders for the Buy-back
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Stock Exchanges in the form of a separate window in accordance with the SEBI Circulars
Additional Equity Shares	Additional eligible Equity Shares tendered by an Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder, not exceeding the Equity Shares held by such Eligible Shareholder as on Record Date
Articles	Articles of Association of the Company
Board or Board of Directors	Board of Directors of the Company and includes any duly constituted committee thereof
Board Meeting	The meeting of the Board of Directors held on June 4, 2019 approving the Buy-back
BSE	BSE Limited
Buy-back	Buy-back of up to 3,92,00,000 (Three Crore Ninety Two Lakhs only) Equity Shares at a price of ₹ 500 (Rupees Five Hundred only) per Equity Share for cash aggregating up to ₹ 19,60,00,00,000 (Rupees One Thousand Nine Hundred Sixty Crores only), excluding any expenses incurred or to be incurred for the Buy-back like filing fee payable to SEBI, advisors' fees, public announcement publication expenses, printing and dispatch expenses, taxes and other incidental and related expenses on a proportionate basis, from Eligible Shareholders by way of a Tender Offer in terms of the Buy-back Regulations read with SEBI Circulars
Buy-back Regulations	The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and includes the SEBI Circulars
Buy-back Closing Date	The date after which, the Registrar and the Company Broker, stop accepting any Tender Forms from Eligible Shareholders
Buy-back Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender, in the Buy-back, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the Ratio of Buy-back applicable to such Shareholder
Buy-back Period	The period between the Board Meeting and the date on which the payment of consideration to the Eligible Shareholders is made
Buy-back Price	The price at which Equity Shares will be bought back from the Shareholders, being ₹ 500 per Equity Share, payable in cash
Buy-back Opening Date	The date on which, the Registrar and the Company Broker, start accepting any Tender Forms from Eligible Shareholders
CDSL	Central Depository Services (India) Limited
Clearing Corporation	Indian Clearing Corporation Limited or the NSE Clearing Limited (formerly known as National Securities Clearing Corporation Limited)
Companies Act	Companies Act, 1956 and the Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made thereunder
Company or "we"	Adani Ports and Special Economic Zone Limited, unless the context states otherwise
Company Broker	JM Financial Services Limited
Demat Escrow Account	A depository account opened by the Company with JM Financial Services Limited
DP	Depository Participant

Term	Description
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
Designated Stock Exchange	The designated stock exchange for the Buy-back, being, BSE Limited
DIN	Director Identification Number
Director	Director(s) of the Company
Draft Letter of Offer	The Draft Letter of Offer dated June 13, 2019 filed with SEBI
Eligible Shareholders	All persons holding Equity Shares as on the Record Date. An Eligible Shareholder may tender only such number of Equity Shares held by such Eligible Shareholder on the Record Date as per his Buy-back Entitlement
Equity Shares	Fully paid-up equity shares of the Company each having a face value of ₹ 2
Escrow Account	The Escrow Account, “ APSEZ – BUYBACK 2019 – ESCROW ACCOUNT ” opened with the Escrow Agent
Escrow Agent	HDFC Bank Limited
Escrow Agreement	The escrow agreement dated August 26, 2019 to be entered into between the Company, the Manager and the Escrow Agent
Exchange Act	United States Securities Exchange Act of 1934
FEMA	Foreign Exchange Management Act, 1999
Financial Year/ FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPIs	Foreign Portfolio Investors
IT Act/ Income Tax Act	Income-tax Act, 1961
Letter of Offer	This letter of offer dated August 26, 2019 to be filed with SEBI
Manager	The manager to the Buy-back, being, JM Financial Limited
MMT	Million Metric Tonnes
Non-Resident Indians	An individual resident outside India who is a citizen of India or is an ‘Overseas Citizen of India’ cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955 and includes a non-resident Indians and FPIs
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
PAN	Permanent Account Number
Public Announcement	The public announcement, made in accordance with the Buy-back Regulations, dated June 6, 2019, published in all editions of Financial Express, an English national daily newspaper, Jansatta, a Hindi national daily newspaper and the Ahmedabad edition of Financial Express, a Gujarati language daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), on June 7, 2019
Promoters	The promoters of the Company, as defined under Regulation 2(i)(k) of the Buy-back Regulations
Promoter Group	Persons and entities constituting the promoter group of the Company in terms of Regulation 2(1)(oo) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
Ratio of Buy-back	The ratio of the Buy-back: (i) in case of Small Shareholders, 19 Equity Shares for every 92 Equity Shares held by such Small Shareholder on the Record Date; and (ii) for Eligible Shareholders other than Small Shareholders, 1 Equity Share for every 61 Equity Shares held by such Eligible Shareholder on the Record Date
RBI	The Reserve Bank of India
Record Date	June 21, 2019, being the date for the purpose of determining the entitlement and the names of the Equity Shareholders, to whom this Letter of Offer and Tender Form will be sent and who are eligible to participate in the Buy-back in accordance with the Buy-back Regulations
Registered Office	The registered office of the Company, located at Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad 380 009, Gujarat, India
Registrar	The registrar to the Buy-back, being, Link Intime India Private Limited
SEBI	The Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016
SEC	United States Securities and Exchange Commission
Shareholders	Holders of Equity Shares and includes beneficial owners thereof

Term	Description
Small Shareholder	An Eligible Shareholder of the Company, who holds Equity Shares or other specified securities whose market value, on the basis of closing price of Equity Shares, on the recognized stock exchange in which highest trading volume in respect of such Equity Shares, as on the Record Date, is not more than ₹ 200,000.
Stock Exchanges	BSE and NSE
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Tender Form	The Acceptance-cum-Acknowledgement form to be filled in by the Shareholders to participate in the Buy-back
Tender Offer	Tender offer shall have the meaning ascribed to it under Regulation 2(i)(q) of the Buy-back Regulations
U.S.	United States or the United States of America
Working Day	Working day shall have the meaning ascribed to it under Regulation 2(i)(s) of the Buy-back Regulations
YoY	Year on Year

DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way, be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet its Buy-back commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buy-back, JM Financial Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and the Buy-back Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision in tendering their Equity Shares in the Buy-back.

It should also be clearly understood that, while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager, has furnished to SEBI a due diligence certificate dated June 13, 2019, in accordance with the Buy-back Regulations, which reads as follows:

“We have examined various documents and materials contained in the annexure to this letter as part of the due diligence carried out by us in connection with the finalization of the Public Announcement and the Draft Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:

- *the Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buy-back;*
- *all the legal requirements connected with the said Buy-back including the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, have been duly complied with;*
- *the disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders to make a well informed decision in respect of the captioned Buy-back;*
- *funds used for Buy-back shall be as per the provisions of the Companies Act, 2013.”*

The filing of this Letter of Offer with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buy-back.

The Promoters and Directors declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and/or incorporated in a manner that would amount to misstatement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed or withheld, or amounts to a misstatement or misrepresentation, the Promoters or Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buy-back Regulations.

The Promoters and Directors, also declare and confirm that, funds borrowed from banks and financial institutions will not be used for the Buy-back.

Disclaimer for U.S. Persons

The Buy-back is being made for securities of an Indian company and is subject to the laws of India. It is important for United States securities holders to be aware that this document is subject to tender offer laws and regulations in India that are different from those in the United States and has been prepared in accordance with Indian format and style, which differs from customary United States format and style.

The Buy-back will remain open for a fixed period of 10 Working Days as required under Regulation 9(vi) of the Buy-back Regulations and not a minimum of 20 U.S. business days as prescribed by Rule 14e-1(a) under the Exchange Act. For details of the exemptive relief letter issued to the Company by the SEC dated August 1, 2019, please see the section entitled “*Details of Statutory Approvals*” on page 40 of this Letter of Offer.

Any financial information included in this Letter of Offer or in any other documents relating to the Buy-back has been or will be prepared in accordance with non-U.S. accounting standards that may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with U.S. Generally Accepted Accounting Principles.

The receipt of cash pursuant to the offer by an Eligible Shareholder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each Eligible Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of accepting the Buy-back.

It may be difficult for U.S. holders of Equity Shares to enforce their rights and any claims they may have arising under the U.S. federal securities laws in connection with the Buy-back, since the Company is incorporated in a country other than the United States, and some or all of its officers and directors may be residents of countries other than the United States. U.S. holders of shares in the Company may not be able to sue the Company or its officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel the Company or its affiliates to subject themselves to the jurisdiction or judgment of a U.S. court.

Neither the SEC nor any state securities commission of the United States has approved or disapproved the Buy-back, or passed any comment upon the adequacy or completeness of this Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

Disclaimer for Persons in other foreign countries

The Public Announcement dated June 6, 2019, the Draft Letter of Offer and this Letter of Offer have been prepared for the purposes of compliance with the Buy-back Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buy-back are under no obligation to update the information contained herein at any time after the date of the Draft Letter of Offer.

This Letter of Offer shall be dispatched to all Equity Shareholders whose names appear on the register of members of the Company, as of the Record Date. However, receipt of this Letter of Offer by any Equity Shareholders in a jurisdiction in which it would be illegal to make this Buy-back, or where making this Offer would require any action to be taken (including, but not restricted to, registration of this Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buy-back shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buy-back.

Forward looking statements

Certain statements contained in this Letter of Offer that are not statements of historical fact constitute “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “continue”, “can”, “could”, “estimate”, “expect”, “intend”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “should”, “target”, “will”, “would”, or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company’s ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The Buy-back has been authorised and approved at the meeting of the Board at its meeting held on June 4, 2019. The text of the resolution of the Board is as follows:

Quote

“RESOLVED THAT pursuant to the provisions of Article 45 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Companies Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (the “**Share Capital Rules**”) to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “**Buy-back Regulations**”), including any amendments, statutory modifications or re-enactments, for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by any regulatory, statutory or governmental authorities while granting such approvals, permissions and sanctions, which may be agreed by the board of directors of the Company (the “**Board**”, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buy-back by the Company of its fully paid-up equity shares of Rs. 2 each (“**Equity Shares**”) for an amount not exceeding Rs. 1,960 crores (excluding any expenses incurred or to be incurred for the buy-back, such as the filing fee payable to the Securities and Exchange Board of India (“**SEBI**”), advisors’ fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.), which is approximately 9.94% of the fully paid-up Equity Share capital and free reserves of the Company in accordance Section 68(2) of the Companies Act, from the existing shareholders of the Company as on June 21, 2019 (the “**Record Date**”) at a price of Rs. 500 per Equity Share (the “**Buy-back Price**”) payable in cash for an aggregate amount of Rs. 1,960 crores (the “**Buy-back Size**”), which is approximately 9.94% of the fully paid-up Equity Share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2019 from the shareholders of the Company on a proportionate basis through the tender offer mechanism as prescribed under the Buy-back Regulations (the “**Buy-back**”).

RESOLVED FURTHER THAT the Company, to the extent legally permissible, shall implement the Buy-back using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” notified by SEBI by way of its circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.

RESOLVED FURTHER THAT the Buy-back shall be made by the Company from its current surplus and/or cash balances and/or internal accruals of the Company and on such terms and conditions as the Board may decide from time to time in its absolute discretion and as it may deem fit.

RESOLVED FURTHER THAT all of the shareholders of the Company, as on the Record Date, including the promoters and persons in control of the Company, will be eligible to participate in the Buy-back, except any shareholders who may be specifically prohibited under the Buy-back Regulations or other applicable law.

RESOLVED FURTHER THAT 15% (fifteen per cent) of the Equity Shares that the Company proposes to buy-back or the number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for small shareholders in accordance with the Buy-back Regulations.

RESOLVED FURTHER THAT the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (the “**Listing Regulations**”).

RESOLVED FURTHER THAT the Company shall not buy-back the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable.

RESOLVED FURTHER THAT the Buy-back from non-resident shareholders, overseas corporate bodies, foreign portfolio investors and shareholders of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required including approvals from the Reserve Bank of India under the applicable provisions of the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any and that such approvals shall be required to be taken by such shareholders themselves.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buy-back Regulations, Kamlesh Bhagia, Company Secretary be and is hereby appointed as the Compliance Officer for the Buy-back and Link Intime India Private Limited is appointed as the Investor Service Centre.

RESOLVED FURTHER THAT the draft of the Declaration of Solvency prepared in the prescribed form, placed before the meeting be and is hereby approved and Mr. Gautam S. Adani, Managing Director and Mr. Rajesh S. Adani, Director or Dr. Malay Mahadevia or Mr. Karan Adani, Whole Time Directors of the Company be and are hereby authorized to sign the same, for and on behalf of the Board and file the same with SEBI, the Registrar of Companies, Gujarat at Dadra and Nagar Havelli and any other regulatory, governmental and statutory authorities, as required under applicable law.

RESOLVED FURTHER THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- (a). that immediately following the date on which this Board Meeting is convened, there will be no grounds on which the Company could be found unable to pay its debts;
- (b). that as regards the Company's prospects for the year immediately following the date of this Board Meeting that, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board Meeting;
- (c). that in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, 1956 or the Companies Act, 2013 or the Insolvency and Bankruptcy Code 2016.

RESOLVED FURTHER THAT the Board hereby confirms that:

- (a). All the Equity Shares for Buy-back are fully paid-up;
- (b). That the Company, as per provisions of Section 68(8) of the Companies Act and Regulation 24(i)(f) of the Buy-back Regulations shall not issue any Equity Shares or other specified securities including by way of bonus for a period of one year after the expiry of the Buy-back period except by way of bonus shares or where the Equity Shares are issued to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- (c). the Company shall not buy-back locked-in Equity Shares or other specified securities and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable;
- (d). That the Company shall not buy-back its Equity Shares or other specified securities from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement;
- (e). that the promoters or their associates shall not deal in the Equity Shares or other specified securities of the Company in the Stock Exchanges, or off-market, including inter-se transfer among the Promoters from date of passing this Board resolution till the date of closing of the Buy-back;
- (f). that the Company shall not issue any Equity Shares or other specified securities including by way of bonus till the date of expiry of the Buy-back period for the Buy-back made under the Buy-back Regulations;
- (g). that the Company shall not withdraw the offer to Buy-back after the draft letter of offer in relation to the Buy-back is filed with SEBI;
- (h). That there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks;
- (i). that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- (j). that funds borrowed from banks and financial institutions will not be used for the Buy-back;
- (k). there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act;
- (l). that the aggregate amount of the Buy-back, being Rs. 1,960 crores does not exceed 10% of the total paid-up Equity Share capital and free reserves of the Company as per the latest audited balance sheet of the Company as on March 31, 2019;

(m). that the maximum number of Equity Shares proposed to be purchased under the Buy-back, being 3,92,00,000 Equity Shares, does not exceed 10% of the total number of Equity Shares in the paid-up Equity Share capital as per the audited balance sheet as on March 31, 2019;

(n). That the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buy-back on a standalone basis and on a consolidated basis.

RESOLVED FURTHER THAT no information or material likely to have a bearing on the decision of investors has been suppressed, withheld or incorporated in a manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed, withheld or amounts to a mis-statement or misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buy-back Regulations.

RESOLVED FURTHER THAT the common seal of the Company, if necessary, may be affixed in terms of the Articles of Association of the Company to such documents as are required to be so affixed for the purposes of the Buy-back.

RESOLVED FURTHER THAT Mr. Gautam S. Adani or Mr. Rajesh S. Adani or Dr. Malay Mahadevia or Mr. Karan Adani, Directors of the Company or Mr. Deepak Maheshwari, Chief Financial Officer or Mr. Kamlesh Bhagia, Company Secretary and Compliance Officer or Mr. Azad Somani or Mr. Kunjal Mehta, Authorised Signatories of the Company be and are hereby severally authorized to make the necessary application to any statutory, regulatory or governmental authorities as may be required under applicable law and to sign, execute, seal and endorse all such papers, deeds, documents agreements and forms, which are necessary and incidental, and further to do all such acts and deeds, matters and things that may be required in connection with the Buy-back or for matters incidental thereto, filling all such documents, decelerations, undertakings with appropriate authorities and completing such other formalities as may be required for the Buy-back, and to give effect to the abovementioned resolutions.

RESOLVED FURTHER THAT the Finance Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, as it may consider to be in the best interests of the shareholders, including but not limited to:

- (a). entering into escrow arrangements as required in terms of the Buy-back Regulations;
- (b). opening, operation and closure of all necessary accounts including bank accounts, depository accounts (including escrow account) for the purpose of payment and authorizing persons to operate the said accounts;
- (c). the appointment and finalization of the bankers, solicitors, escrow agents, brokers, registrars, lawyers, depository participants, advertising agencies and other advisors, consultants, intermediaries and agencies, as may be required, for the implementation of the Buy-back;
- (d). filing of the public announcement, the Draft letter of offer, the Letter of Offer, the certificates for declaration of solvency with SEBI, the stock exchanges, the Registrar of Companies, Gujarat at Dadra and Nagar Havelli and other appropriate authorities, and all necessary certificates, returns, declarations, undertakings, confirmations and all other documents required to be filled in connection with the Buy-back with appropriate authorities;
- (e). to initiate all necessary actions for preparation and issue of all statutory advertisements;
- (f). making all applications to the appropriate authorities for their requisite approvals, dealing with stock exchanges (including their clearing corporations), where the Equity Shares are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buy-back using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.
- (g). obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- (h). extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company and filing of certificates of extinguishment required to be filed in connection with the Buy-back on behalf of the Company;
- (i). do all such acts, matters and things incidental and in connection with the Buy-back and sign, execute and deliver such documents as may be necessary or desirable and execution of documents under the Common Seal of the Company as may be required;

(j). to settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buy-back.

RESOLVED FURTHER THAT the Finance Committee be and is hereby authorised to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buy-back.

RESOLVED FURTHER THAT Mr. Gautam S. Adani or Mr. Rajesh S. Adani or Dr. Malay Mahadevia or Mr. Karan Adani, Directors of the Company or Mr. Deepak Maheshwari, Chief Financial Officer or Mr. Kamlesh Bhagia, Company Secretary of the Company be and are hereby severally authorised to file necessary e-form with the Registrar of Companies, Gujarat at Ahmedabad and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer, or any obligation on the Company or the Board to buy-back any Equity Shares, or impair any power of the Company or the Board to terminate any process in relation to such buy-back, if so permissible by law.

RESOLVED FURTHER THAT a certified true copy of this resolution, if necessary, be forwarded by the signature of any one of the authorized persons to all such concerned departments and authorities.”

Certified True Copy

For Adani Ports and Special Economic Zone Limited

Kamlesh Bhagia
Company Secretary and Compliance Officer

Unquote

DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 7(i) of the Buy-back Regulations, the Company has made a Public Announcement dated June 6, 2019 in relation to the Buy-back which was published on June 7, 2019 in all editions of (i) Financial Express, an English national daily newspaper, (ii) Jansatta, a Hindi national daily newspaper, and (iii) the Ahmedabad edition of Financial Express, a Gujarati daily newspaper, each with wide circulation in Gujarat (Gujarat being the state where our Registered Office is situated), which was issued within two Working Days from the date of the Board resolution dated June 4, 2019 approving the Buy-back. A copy of the Public Announcement is available on the website of the Company at www.adaniports.com, on the website of SEBI at www.sebi.gov.in, on the website of BSE at www.bseindia.com and on the website of NSE at www.nseindia.com.

DETAILS OF THE BUY-BACK

The Buy-back has been authorized by a resolution of the Board on June 4, 2019. The details of the Buy-back are provided below:

Name of the Company	Adani Ports and Special Economic Zone Limited
Maximum number of Equity Shares proposed to be bought back	Up to 3,92,00,000 Equity Shares
Number of Equity Shares as a percentage of the existing paid-up Equity Share capital of the Company	Up to 1.89% of the issued, subscribed and paid-up Equity Share capital of the Company as on March 31, 2019
Buy-back Price	₹ 500 per Equity Share
Applicable regulations of SEBI and provisions of the Companies Act, in accordance with which the Buy-back offer is made	The Buy-back is being undertaken in terms of Chapter III of the Buy-back Regulations, Sections 68, 69, 70 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder
Methodology for the Buy-back	The Buy-back is being undertaken through the Tender Offer process prescribed under the Buy-back Regulations
Maximum amount to be expensed towards the Buy-back and its percentage with respect to the net worth of the Company	Up to ₹ 19,60,00,00,000, being up to 9.56% of the net worth of the Company as per the audited standalone financial statements of the Company for the financial year ended March 31, 2019. This does not include any expenses incurred or to be incurred for the Buy-back such as the filing fee payable to the Securities and Exchange Board of India (“SEBI”), advisors’ fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. (“ Transaction Costs ”)
Shareholding of the Promoters and its percentage with respect to the total paid-up Equity Share capital of the Company	For details, please see the section entitled “ <i>Capital Structure and Shareholding Pattern</i> ” on page 25
Intention of the Promoters and the persons in control of the Company to participate in the Buy-back	In terms of the Buy-back Regulations, the Promoters, along with the persons in control of the Company, have the option to participate in the Buy-back. The Promoters and the persons in control of the Company have expressed their intention to participate in the Buy-back through their individual letters each dated June 4, 2019, and tender up to an aggregate maximum of 3,92,00,000 Equity Shares. For further details, please see the section entitled “ <i>Management Discussion and Analysis of the Likely Impact of the Buy-back on the Company</i> ” on page 15
Promoters’ shareholding after the Buy-back	For details, please see the section entitled “ <i>Capital Structure and Shareholding Pattern</i> ” on page 25

We confirm that post Buy-back non-Promoter shareholding shall not fall below the minimum level as specified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

AUTHORITY FOR THE BUY-BACK

The Buy-back is being undertaken by the Company in accordance with Article 45 of the Articles, the provisions of Sections 68, 69, 70 and other applicable provisions of the Companies Act, 2013 and the Buy-back Regulations. The Buy-back is subject to such other approvals, and permissions, as may be required from statutory, regulatory or governmental authorities as may be required under applicable law, including SEBI, the SEC and the Stock Exchanges. The Buy-back has been duly authorised by a resolution of the Board dated June 4, 2019.

NECESSITY OF THE BUY-BACK

The Buy-back is being undertaken by the Company, after considering all relevant factors, including but not limited to the strategic and operational cash requirements in the medium term, the present debt to equity ratio of the Company and the increase in accumulated free reserves. After considering these factors, the Board considered it appropriate to allocate a sum not exceeding ₹ 19,60,00,00,000 (excluding Transaction Costs) for distributing to the Eligible Shareholders as on the Record Date, through the Buy-back.

Additionally, the Company's management strives to increase Shareholders' value and the Buy-back would result in, amongst other things:

- (i). improving returns to shareholders;
- (ii). providing the Equity Shareholders an option to participate and receive cash payment in lieu of the Equity Shares to be accepted under the Buy-back;
- (iii). enhancing overall shareholder value;
- (iv). achieving optimum capital structure;
- (v). enhance the effects of short-term market volatility; and
- (vi). enhancing shareholders' confidence.

MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUY-BACK ON THE COMPANY

- We believe that the Buy-back is not likely to cause any material impact on the profitability or earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. In the event there is 100% acceptance of the Equity Shares tendered in the Buy-back from Eligible Shareholders on a proportionate basis, the funds deployed by the Company towards the Buy-back would be ₹ 19,60,00,00,000 (excluding Transaction Costs).
- The Promoters and persons in control of the Company have expressed their intention by way of individual letters dated June 4, 2019, to participate in the Buy-back, and tender up to an aggregate maximum of upto 3,92,00,000 Equity Shares. The number of Equity Shares held by each of the Promoters and persons in control of the Company as on the Record Date and the maximum number of Equity Shares proposed to be tendered by each of the Promoters and the persons in control of the Company in the Buy-back is provided below:

S. No.	Name	No. of Equity Shares held	Maximum number of Equity Shares proposed to be tendered
1.	Adani Tradeline LLP	14,05,12,153	49,10,000
2.	Afro Asia Trade & Investments Limited	9,14,37,969	16,00,000
3.	Emerging Market Investment DMCC	8,55,76,284	15,00,000
4.	S. B. Adani Family Trust	81,27,65,189	2,83,75,000
5.	Universal Trade & Investments Limited	8,08,61,339	14,15,000
6.	Worldwide Emerging Market Holding Limited	7,90,46,818	14,00,000

- The aggregate number of specified securities, including Equity Shares, purchased or sold by the promoter, promoter group, directors of the promoter group, and the persons in control of the Company (i) from a period of six months preceding the date of Board Meeting; and (ii) during the period of twelve months preceding the date of the Public Announcement, along with the maximum and minimum price at which such purchases and sales were made along with the relevant dates are provided below:

Name	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Deepak Maheshwari	10,000	Sale	378.75	March 29, 2019	378.70	March 29, 2019
	10,000	Purchase	377.00	August 9, 2018	375.40	August 9, 2018
Flourishing Trade and Investment Limited	52,08,562	Sale	369.65	June 21, 2018	369.65	June 21, 2018
Raminder Singh Gujral	15,000	Sale	348.40	February 14, 2019	348.40	February 14, 2019
S. B. Adani Family Trust	3,75,00,000	Sale	369.65	June 21, 2018	369.65	June 21, 2018
	2,70,52,618	Sale	369.65	June 29, 2018	369.65	June 29, 2018
Gautam S. Adani Family Trust	1,24,80,142	Sale	369.65	June 21, 2018	369.65	June 21, 2018

- The details of the date and price of acquisition of the Equity Shares that the Promoters and the persons in control of the Company intend to tender in the Buy-back:

(i) **Adani Tradeline LLP**

Date of Acquisition	No. of Equity Shares	Cost of Acquisition per Equity Share / Transaction Value (in ₹)	Mode of acquisition	Acquisition value (in ₹)	Cumulative No. of Equity Shares
March 29, 2017 to March 31, 2017	14,05,12,153	19.90	Inter-se transfer of Equity Shares	28,10,24,306	14,05,12,153

(ii) Afro Asia Trade & Investments Limited

Date of Acquisition	No. of Equity Shares	Cost of Acquisition per Equity Share / Transaction Value (in ₹)	Mode of acquisition	Acquisition value (in ₹)	Cumulative No. of Equity Shares
October 13, 2016	50,000	259.16	Market Purchase	1,29,58,068	50,000
November 15, 2016	5,00,000	267.21	Market Purchase	13,36,03,917	5,50,000
November 16, 2016	6,93,052	266.27	Market Purchase	18,45,41,350	12,43,052
November 17, 2016	7,00,000	265.36	Market Purchase	18,57,55,843	19,43,052
November 18, 2016	10,00,000	263.30	Market Purchase	26,33,04,303	29,43,052
November 21, 2016	5,27,687	255.32	Market Purchase	13,47,29,638	34,70,739
November 22, 2016	4,00,000	260.84	Market Purchase	10,43,35,987	38,70,739
November 23, 2016	10,00,000	263.40	Market Purchase	26,34,02,212	48,70,739
November 24, 2016	14,00,000	259.47	Market Purchase	36,32,64,988	62,70,739
November 25, 2016	2,00,000	264.88	Market Purchase	5,29,75,111	64,70,739
November 28, 2016	6,75,000	268.63	Market Purchase	18,13,25,143	71,45,739
November 29, 2016	7,00,000	275.63	Market Purchase	19,29,37,529	78,45,739
November 30, 2016	8,25,000	279.91	Market Purchase	23,09,27,271	86,70,739
December 1, 2016	5,00,000	275.77	Market Purchase	13,78,83,054	91,70,739
December 2, 2016	9,25,000	270.53	Market Purchase	25,02,38,340	1,00,95,739
December 5, 2016	3,50,000	268.97	Market Purchase	9,41,37,782	1,04,45,739
December 6, 2016	4,50,000	272.82	Market Purchase	12,27,67,313	1,08,95,739
December 7, 2016	5,00,000	277.54	Market Purchase	13,87,70,167	1,13,95,739
December 8, 2016	8,25,000	287.71	Market Purchase	23,73,64,241	1,22,20,739
December 9, 2016	5,00,000	287.56	Market Purchase	14,37,82,229	1,27,20,739
December 12, 2016	5,00,000	282.04	Market Purchase	14,10,22,464	1,32,20,739
December 13, 2016	4,50,000	284.88	Market Purchase	12,81,96,129	1,36,70,739
December 14, 2016	10,00,000	284.35	Market Purchase	28,43,54,365	1,46,70,739
December 15, 2016	10,00,000	287.02	Market Purchase	28,70,15,725	1,56,70,739
December 16, 2016	10,00,000	281.72	Market Purchase	28,17,20,587	1,66,70,739
December 19, 2016	10,00,000	277.16	Market Purchase	27,71,63,908	1,76,70,739
December 20, 2016	2,00,000	273.62	Market Purchase	5,47,23,461	1,78,70,739
December 21, 2016	8,00,000	274.52	Market Purchase	21,96,15,771	1,86,70,739
December 22, 2016	5,00,000	269.00	Market Purchase	13,45,00,164	1,91,70,739
December 26, 2016	6,00,000	259.75	Market Purchase	15,58,51,359	1,97,70,739
December 27, 2016	3,75,000	263.67	Market Purchase	9,88,77,707	2,01,45,739
December 28, 2016	3,50,000	269.41	Market Purchase	9,42,92,100	2,04,95,739
December 29, 2016	4,50,000	264.69	Market Purchase	11,91,10,312	2,09,45,739
December 30, 2016	4,50,000	268.58	Market Purchase	12,08,58,878	2,13,95,739
January 2, 2017	6,00,000	269.06	Market Purchase	16,14,38,190	2,19,95,739
January 3, 2017	6,50,000	276.04	Market Purchase	17,94,26,591	2,26,45,739
January 4, 2017	12,50,000	275.56	Market Purchase	34,44,55,594	2,38,95,739
January 5, 2017	10,00,000	285.32	Market Purchase	28,53,17,505	2,48,95,739
January 6, 2017	15,00,000	289.87	Market Purchase	43,48,11,803	2,63,95,739
January 9, 2017	15,00,000	287.11	Market Purchase	43,06,65,473	2,78,95,739
January 10, 2017	10,00,000	291.45	Market Purchase	29,14,48,816	2,88,95,739
January 12, 2017	10,00,000	295.16	Market Purchase	29,51,60,491	2,98,95,739
January 16, 2017	6,00,000	300.58	Market Purchase	18,03,48,230	3,04,95,739
March 31, 2017	4,35,98,317	Nil	Gift*	Nil	7,40,94,056
April 12, 2017	3,50,000	330.09	Market Purchase	11,55,32,493	7,44,44,056
April 13, 2017	5,00,000	321.47	Market Purchase	16,07,36,540	7,49,44,056
April 17, 2017	4,00,000	322.00	Market Purchase	12,87,98,414	7,53,44,056
April 24, 2017	5,00,000	332.17	Market Purchase	16,60,85,499	7,58,44,056
April 25, 2017	5,00,000	331.18	Market Purchase	16,55,91,185	7,63,44,056
April 26, 2017	3,00,000	327.59	Market Purchase	9,82,78,031	7,66,44,056
May 2, 2017	3,50,000	330.94	Market Purchase	11,58,27,579	7,69,94,056
May 4, 2017	5,00,000	337.11	Market Purchase	16,85,55,965	7,74,94,056
May 5, 2017	3,50,000	342.20	Market Purchase	11,97,69,637	7,78,44,056
May 9, 2017	8,00,000	346.67	Market Purchase	27,73,34,096	7,86,44,056
May 10, 2017	3,00,000	352.67	Market Purchase	10,58,01,818	7,89,44,056

Date of Acquisition	No. of Equity Shares	Cost of Acquisition per Equity Share / Transaction Value (in ₹)	Mode of acquisition	Acquisition value (in ₹)	Cumulative No. of Equity Shares
May 11, 2017	3,00,000	357.03	Market Purchase	10,71,08,004	7,92,44,056
May 12, 2017	7,50,000	357.10	Market Purchase	26,78,22,912	7,99,94,056
May 29, 2017	5,00,000	331.59	Market Purchase	16,57,94,715	8,04,94,056
May 30, 2017	6,50,000	337.79	Market Purchase	21,95,61,849	8,11,44,056
May 31, 2017	1,00,000	339.76	Market Purchase	3,39,75,893	8,12,44,056
June 6, 2017	5,00,000	362.27	Market Purchase	18,11,34,443	8,17,44,056
June 7, 2017	7,00,000	360.93	Market Purchase	25,26,53,366	8,24,44,056
June 8, 2017	5,00,000	357.16	Market Purchase	17,85,82,149	8,29,44,056
June 9, 2017	3,00,000	357.39	Market Purchase	10,72,16,610	8,32,44,056
June 12, 2017	5,00,000	356.78	Market Purchase	17,83,90,474	8,37,44,056
June 13, 2017	4,25,000	360.54	Market Purchase	15,32,30,124	8,41,69,056
June 14, 2017	3,00,000	358.86	Market Purchase	10,76,58,057	8,44,69,056
June 15, 2017	2,00,000	362.63	Market Purchase	7,25,26,638	8,46,69,056
June 16, 2017	4,38,913	360.70	Market Purchase	15,83,16,851	8,51,07,969
June 19, 2017	7,00,000	371.90	Market Purchase	26,03,27,759	8,58,07,969
June 20, 2017	7,00,000	375.79	Market Purchase	26,30,55,853	8,65,07,969
June 22, 2017	4,00,000	371.89	Market Purchase	14,87,56,779	8,69,07,969
June 23, 2017	3,00,000	365.23	Market Purchase	10,95,69,693	8,72,07,969
June 28, 2017	4,00,000	366.48	Market Purchase	14,65,93,198	8,76,07,969
June 29, 2017	4,50,000	364.93	Market Purchase	16,42,16,664	8,80,57,969
July 4, 2017	7,00,000	374.16	Market Purchase	26,19,08,945	8,87,57,969
July 6, 2017	4,50,000	374.77	Market Purchase	16,86,47,950	8,92,07,969
July 26, 2017	3,80,000	393.39	Market Purchase	14,94,88,847	8,95,87,969
October 24, 2017	5,00,000	407.79	Market Purchase	20,38,97,261	9,00,87,969
October 25, 2017	7,50,000	410.32	Market Purchase	30,77,39,836	9,08,37,969
October 26, 2017	1,00,000	414.15	Market Purchase	4,14,15,499	9,09,37,969
October 27, 2017	5,00,000	431.90	Market Purchase	21,59,48,910	9,14,37,969

* Gift by way of inter-se transfer

(iii) **Emerging Market Investment DMCC**

Date of Acquisition	No. of Equity Shares	Cost of Acquisition per Equity Share / Transaction Value (in ₹)	Mode of acquisition	Acquisition value (in ₹)	Cumulative No. of Equity Shares
July 5, 2017	1,50,000	373.60	Market Purchase	5,60,39,487	1,50,000
July 7, 2017	7,00,000	374.27	Market Purchase	26,19,91,653	8,50,000
July 11, 2017	8,00,000	373.85	Market Purchase	29,90,77,628	16,50,000
July 12, 2017	7,50,000	374.38	Market Purchase	28,07,86,139	24,00,000
July 13, 2017	12,00,000	375.74	Market Purchase	45,08,91,427	36,00,000
July 14, 2017	6,00,000	376.73	Market Purchase	22,60,40,525	42,00,000
July 17, 2017	8,00,000	382.59	Market Purchase	30,60,74,036	50,00,000
July 18, 2017	10,00,000	383.12	Market Purchase	38,31,22,491	60,00,000
July 19, 2017	8,00,000	382.30	Market Purchase	30,58,43,920	68,00,000
July 20, 2017	10,00,000	381.11	Market Purchase	38,11,12,305	78,00,000
July 21, 2017	8,00,000	381.13	Market Purchase	30,49,02,709	86,00,000
July 24, 2017	13,00,000	387.32	Market Purchase	50,35,18,584	99,00,000
July 25, 2017	11,00,000	390.09	Market Purchase	42,91,01,634	1,10,00,000
July 26, 2017	8,50,000	392.37	Market Purchase	33,35,18,226	1,18,50,000
July 27, 2017	8,25,000	394.03	Market Purchase	32,50,73,398	1,26,75,000
August 17, 2017	8,00,000	395.23	Market Purchase	31,61,81,861	1,34,75,000
August 18, 2017	7,00,000	385.91	Market Purchase	27,01,36,161	1,41,75,000
August 21, 2017	6,50,000	383.10	Market Purchase	24,90,14,666	1,48,25,000
August 22, 2017	8,00,000	376.30	Market Purchase	30,10,38,652	1,56,25,000
August 23, 2017	10,00,000	383.09	Market Purchase	38,30,94,128	1,66,25,000
August 24, 2017	8,50,000	381.29	Market Purchase	32,40,94,079	1,74,75,000

Date of Acquisition	No. of Equity Shares	Cost of Acquisition per Equity Share / Transaction Value (in ₹)	Mode of acquisition	Acquisition value (in ₹)	Cumulative No. of Equity Shares
August 28, 2017	7,50,000	388.39	Market Purchase	29,12,95,534	1,82,25,000
August 29, 2017	8,00,000	383.25	Market Purchase	30,65,97,084	1,90,25,000
August 30, 2017	5,00,000	388.94	Market Purchase	19,44,67,962	1,95,25,000
September 4, 2017	5,00,000	385.37	Market Purchase	19,26,84,013	2,00,25,000
September 5, 2017	2,00,000	389.66	Market Purchase	7,79,32,670	2,02,25,000
September 6, 2017	4,00,000	387.63	Market Purchase	15,50,52,340	2,06,25,000
September 7, 2017	6,00,000	388.95	Market Purchase	23,33,68,061	2,12,25,000
September 8, 2017	7,50,000	386.15	Market Purchase	28,96,15,686	2,19,75,000
September 11, 2017	8,00,000	388.29	Market Purchase	31,06,30,016	2,27,75,000
September 12, 2017	7,50,000	387.81	Market Purchase	29,08,53,924	2,35,25,000
September 14, 2017	7,50,000	396.30	Market Purchase	29,72,23,267	2,42,75,000
September 15, 2017	7,00,000	407.44	Market Purchase	28,52,07,850	2,49,75,000
September 18, 2017	5,00,000	405.75	Market Purchase	20,28,76,803	2,54,75,000
September 20, 2017	7,50,000	409.96	Market Purchase	30,74,72,598	2,62,25,000
September 21, 2017	5,00,000	411.64	Market Purchase	20,58,22,391	2,67,25,000
September 25, 2017	5,00,000	389.50	Market Purchase	19,47,47,793	2,72,25,000
September 26, 2017	5,00,000	392.45	Market Purchase	19,62,26,018	2,77,25,000
September 27, 2017	8,00,000	376.95	Market Purchase	30,15,57,261	2,85,25,000
September 28, 2017	8,00,000	373.20	Market Purchase	29,85,58,388	2,93,25,000
October 3, 2017	5,00,000	383.58	Market Purchase	19,17,88,009	2,98,25,000
October 4, 2017	8,00,000	387.08	Market Purchase	30,96,67,685	3,06,25,000
October 5, 2017	9,00,000	387.63	Market Purchase	34,88,70,242	3,15,25,000
October 6, 2017	9,50,000	390.87	Market Purchase	37,13,30,757	3,24,75,000
October 9, 2017	4,00,000	390.32	Market Purchase	15,61,27,799	3,28,75,000
October 10, 2017	8,00,000	396.14	Market Purchase	31,69,13,802	3,36,75,000
October 11, 2017	10,00,000	400.16	Market Purchase	40,01,62,540	3,46,75,000
October 12, 2017	8,50,000	401.93	Market Purchase	34,16,41,271	3,5,525,000
October 13, 2017	6,50,000	406.28	Market Purchase	26,40,80,543	3,61,75,000
October 16, 2017	3,00,000	407.97	Market Purchase	12,23,91,421	3,64,75,000
October 18, 2017	5,00,000	407.23	Market Purchase	20,36,16,484	3,69,75,000
October 23, 2017	5,00,000	407.61	Market Purchase	20,38,04,470	3,74,75,000
November 16, 2017	20,50,000	399.43	Market Purchase	81,88,30,228	3,95,25,000
November 17, 2017	25,00,000	400.88	Market Purchase	1,00,22,01,741	4,20,25,000
November 20, 2017	10,00,000	401.89	Market Purchase	40,18,92,471	4,30,25,000
November 21, 2017	15,00,000	404.06	Market Purchase	60,60,88,767	4,45,25,000
November 22, 2017	15,00,000	411.63	Market Purchase	61,74,43,846	4,60,25,000
November 23, 2017	18,00,000	407.70	Market Purchase	73,38,59,884	4,78,25,000
November 24, 2017	3,00,000	405.83	Market Purchase	12,17,48,261	4,81,25,000
November 27, 2017	10,50,000	399.88	Market Purchase	41,98,77,296	4,91,75,000
November 28, 2017	26,50,000	400.05	Market Purchase	1,06,01,25,743	5,18,25,000
November 29, 2017	20,00,000	403.71	Market Purchase	80,74,21,849	5,38,25,000
November 30, 2017	11,00,000	400.82	Market Purchase	44,09,06,769	5,49,25,000
December 4, 2017	5,00,000	388.31	Market Purchase	19,41,54,659	5,54,25,000
December 5, 2017	15,00,000	388.34	Market Purchase	58,25,12,305	5,69,25,000
December 6, 2017	15,50,000	387.11	Market Purchase	60,00,22,043	5,84,75,000
December 7, 2017	20,00,000	390.04	Market Purchase	78,00,74,789	6,04,75,000
December 8, 2017	15,00,000	395.11	Market Purchase	59,26,71,384	6,19,75,000
December 11, 2017	12,01,284	390.90	Market Purchase	46,95,82,649	6,31,76,284
December 12, 2017	15,00,000	401.88	Market Purchase	60,28,15,009	6,46,76,284
December 13, 2017	17,00,000	398.51	Market Purchase	67,74,66,915	6,63,76,284
December 14, 2017	12,00,000	392.59	Market Purchase	47,11,06,696	6,75,76,284
December 15, 2017	10,00,000	403.65	Market Purchase	40,36,50,012	6,85,76,284
December 18, 2017	15,00,000	412.03	Market Purchase	61,80,38,839	7,00,76,284
December 19, 2017	8,00,000	405.90	Market Purchase	32,47,19,341	7,08,76,284
December 20, 2017	17,50,000	403.86	Market Purchase	70,67,52,515	7,26,26,284
December 21, 2017	12,00,000	405.35	Market Purchase	48,64,25,620	7,38,26,284
December 26, 2017	12,00,000	404.57	Market Purchase	48,54,79,796	7,50,26,284
December 27, 2017	18,00,000	405.45	Market Purchase	72,98,18,884	7,68,26,284

Date of Acquisition	No. of Equity Shares	Cost of Acquisition per Equity Share / Transaction Value (in ₹)	Mode of acquisition	Acquisition value (in ₹)	Cumulative No. of Equity Shares
December 28, 2017	17,00,000	401.07	Market Purchase	68,18,15,296	7,85,26,284
December 29, 2017	12,50,000	403.96	Market Purchase	50,49,54,161	7,97,76,284
January 1, 2018	9,50,000	403.73	Market Purchase	38,35,41,521	8,07,26,284
January 22, 2018	17,50,000	438.32	Market Purchase	76,70,59,708	8,24,76,284
January 23, 2018	12,00,000	439.36	Market Purchase	52,72,28,757	8,36,76,284
January 24, 2018	10,00,000	436.41	Market Purchase	43,64,07,096	8,46,76,284
January 25, 2018	7,50,000	443.83	Market Purchase	33,28,70,570	8,54,26,284
February 2, 2018	1,50,000	422.90	Market Purchase	6,34,34,980	8,55,76,284

(iv) **S.B Adani Family Trust**

Date of Acquisition	No. of Equity Shares Acquired	Cost of Acquisition per Equity Share / Transaction Value (in ₹)	Mode of acquisition	Acquisition value (in ₹)	Cumulative No. of Equity Shares
June 8, 2015	16,98,63,676	0.09	Demerger of Port	33,97,27,352	16,98,63,676
June 8, 2015	19,08,74,463	0.00	Undertaking of Adani	38,17,48,926	36,07,38,139
June 8, 2015	51,65,79,668	0.75	Enterprises Ltd.	1,03,31,59,336	87,73,17,807

(v) **Universal Trade & Investments Limited**

Date of Acquisition	No. of Equity Shares	Cost of Acquisition per Equity Share / Transaction Value (in ₹)	Mode of acquisition	Acquisition value (in ₹)	Cumulative No. of Equity Shares
August 17 2016	50,000	273.36	Market Purchase	1,36,68,219	50,000
August 19, 2016	5,50,000	273.68	Market Purchase	15,05,22,352	6,00,000
August 23, 2016	18,00,000	273.04	Market Purchase	49,14,67,102	24,00,000
August 24, 2016	2,91,352	270.76	Market Purchase	7,88,86,413	26,91,352
August 25, 2016	3,50,000	262.88	Market Purchase	9,20,06,596	30,41,352
August 26, 2016	5,00,000	258.13	Market Purchase	12,90,66,507	35,41,352
August 29, 2016	11,00,000	258.66	Market Purchase	28,45,24,191	46,41,352
August 31, 2016	12,10,000	264.76	Market Purchase	32,03,55,766	58,51,352
September 1, 2016	12,00,000	260.44	Market Purchase	31,25,31,077	70,51,352
September 2, 2016	2,00,000	267.76	Market Purchase	5,35,52,178	72,51,352
September 6, 2016	11,00,000	271.07	Market Purchase	29,81,81,367	83,51,352
September 7, 2016	12,00,000	271.02	Market Purchase	32,52,23,321	95,51,352
September 8, 2016	6,00,000	274.83	Market Purchase	16,48,98,518	1,01,51,352
September 9, 2016	5,00,000	274.12	Market Purchase	13,70,60,000	1,06,51,352
September 12, 2016	7,00,000	261.30	Market Purchase	18,29,11,822	1,13,51,352
September 14, 2016	9,50,000	264.13	Market Purchase	25,09,24,886	1,23,01,352
September 15, 2016	8,50,000	267.31	Market Purchase	22,72,15,539	1,31,51,352
September 16, 2016	5,00,000	272.72	Market Purchase	13,63,60,214	1,36,51,352
September 19, 2016	3,58,285	275.36	Market Purchase	9,86,57,215	1,40,09,637
September 20, 2016	4,00,000	272.82	Market Purchase	10,91,29,372	1,44,09,637
September 21, 2016	9,00,000	273.55	Market Purchase	24,61,94,595	1,53,09,637
September 22, 2016	3,53,700	276.02	Market Purchase	9,76,29,918	1,56,63,337
September 23, 2016	2,24,684	276.08	Market Purchase	6,20,30,127	1,58,88,021
September 26, 2016	2,50,000	272.70	Market Purchase	6,81,74,499	1,61,38,021
September 27, 2016	12,50,000	267.74	Market Purchase	33,46,74,685	1,73,88,021
September 28, 2016	12,50,000	268.47	Market Purchase	33,55,88,500	1,86,38,021
September 29, 2016	4,55,000	272.36	Market Purchase	12,39,25,910	1,90,93,021
September 30, 2016	8,75,000	254.94	Market Purchase	22,30,75,593	1,99,68,021
October 4, 2016	5,00,000	267.18	Market Purchase	13,35,91,986	2,04,68,021

Date of Acquisition	No. of Equity Shares	Cost of Acquisition per Equity Share / Transaction Value (in ₹)	Mode of acquisition	Acquisition value (in ₹)	Cumulative No. of Equity Shares
October 5, 2016	5,00,000	266.89	Market Purchase	13,34,44,159	2,09,68,021
October 6, 2016	15,00,000	265.73	Market Purchase	39,85,96,213	2,24,68,021
October 7, 2016	14,00,000	266.29	Market Purchase	37,28,11,412	2,38,68,021
October 10, 2016	17,00,000	265.36	Market Purchase	45,11,11,635	2,55,68,021
October 13, 2016	17,00,000	254.62	Market Purchase	43,28,60,954	2,72,68,021
October 28, 2016	10,00,000	307.14	Market Purchase	30,71,35,264	2,82,68,021
November 1, 2016	7,80,000	305.64	Market Purchase	23,83,95,421	2,90,48,021
November 2, 2016	10,00,000	301.82	Market Purchase	30,18,17,073	3,00,48,021
November 3, 2016	8,00,000	292.19	Market Purchase	23,37,55,892	3,08,48,021
November 4, 2016	10,00,000	288.99	Market Purchase	28,89,88,015	3,18,48,021
November 7, 2016	13,00,000	293.57	Market Purchase	38,16,36,930	3,31,48,021
November 8, 2016	12,50,000	289.59	Market Purchase	36,19,91,659	3,43,98,021
November 9, 2016	12,75,000	280.15	Market Purchase	35,71,86,439	3,56,73,021
November 10, 2016	5,00,000	295.23	Market Purchase	14,76,13,944	3,61,73,021
November 11, 2016	9,00,000	280.09	Market Purchase	25,20,80,303	3,70,73,021
November 16, 2016	1,90,000	265.61	Market Purchase	5,04,65,904	3,72,63,021
March 31, 2017	4,35,98,318	Nil	Gift*	Nil	8,08,61,339

* Gift by way of inter-se transfer

(vi) **Worldwide Emerging Market Holding Limited**

Date of Acquisition	No. of Equity Shares	Cost of Acquisition per Equity Share / Transaction Value (in ₹)	Mode of acquisition	Acquisition value (₹)	Cumulative No. of Equity Shares
May 24, 2016	7,00,000	180.41	Market Purchase	12,62,83,974	7,00,000
May 26, 2016	8,00,000	185.75	Market Purchase	14,86,00,311	15,00,000
May 27, 2016	6,00,000	191.49	Market Purchase	11,48,95,855	21,00,000
May 30, 2016	7,00,000	189.49	Market Purchase	13,26,40,610	28,00,000
June 2, 2016	8,00,000	204.15	Market Purchase	16,33,23,686	36,00,000
June 3, 2016	5,50,000	204.27	Market Purchase	11,23,47,273	41,50,000
June 7, 2016	7,50,000	206.75	Market Purchase	15,50,59,546	49,00,000
June 16, 2016	7,00,000	206.25	Market Purchase	14,43,71,620	56,00,000
June 17, 2016	5,00,000	208.67	Market Purchase	10,43,34,150	61,00,000
June 30, 2016	11,00,000	206.04	Market Purchase	22,66,39,631	72,00,000
July 5, 2016	12,00,000	215.60	Market Purchase	25,87,20,865	84,00,000
July 11, 2016	9,00,000	215.59	Market Purchase	19,40,31,113	93,00,000
July 12, 2016	10,00,000	219.24	Market Purchase	21,92,44,881	1,03,00,000
July 13, 2016	9,00,000	219.16	Market Purchase	19,72,45,684	1,12,00,000
July 14, 2016	6,00,000	219.35	Market Purchase	13,16,10,957	1,18,00,000
July 15, 2016	7,00,000	222.03	Market Purchase	15,54,18,920	1,25,00,000
July 18, 2016	6,00,000	221.23	Market Purchase	13,27,37,857	1,31,00,000
July 19, 2016	9,00,000	220.14	Market Purchase	19,81,24,314	1,40,00,000
July 20, 2016	10,00,000	221.43	Market Purchase	22,14,32,165	1,50,00,000
July 21, 2016	9,00,000	224.51	Market Purchase	20,20,59,017	1,59,00,000
July 22, 2016	8,00,000	225.75	Market Purchase	18,06,02,726	1,67,00,000
July 25, 2016	7,00,000	226.88	Market Purchase	15,88,14,378	1,74,00,000
July 26, 2016	7,00,000	227.95	Market Purchase	15,95,67,563	1,81,00,000
July 27, 2016	7,00,000	227.96	Market Purchase	15,95,75,070	1,88,00,000
July 28, 2016	8,00,000	229.93	Market Purchase	18,39,42,965	1,96,00,000
August 12, 2016	35,00,000	256.59	Market Purchase	89,80,51,238	2,31,00,000
August 16, 2016	40,00,000	270.91	Market Purchase	1,08,36,31,760	2,71,00,000
August 17, 2016	45,00,000	271.74	Market Purchase	1,22,28,34,693	3,16,00,000
August 18, 2016	35,00,000	275.98	Market Purchase	96,59,35,914	3,51,00,000
August 22, 2016	1,00,000	271.52	Market Purchase	2,71,52,370	3,52,00,000
August 23, 2016	2,00,000	271.93	Market Purchase	5,43,86,123	3,54,00,000

Date of Acquisition	No. of Equity Shares	Cost of Acquisition per Equity Share / Transaction Value (in ₹)	Mode of acquisition	Acquisition value (₹)	Cumulative No. of Equity Shares
August 25, 2016	35,000	267.13	Market Purchase	93,49,525	3,54,35,000
August 31, 2016	13,500	263.87	Market Purchase	35,62,211	3,54,48,500
March 31, 2017	4,35,98,318	Nil	Gift*	Nil	7,90,46,818

* Gift by way of inter-se transfer

- Assuming full acceptance of Equity Shares in the Buy-back, the aggregate percentage shareholding of the Promoters and the persons in control of the Company after the Buy-back will increase from 62.30%, which is the shareholding as on the date of this Letter of Offer to 62.47% of the post Buy-back Equity Share capital of the Company.
- Assuming full acceptance of Equity Shares in the Buy-back, the aggregate percentage shareholding of the public after the Buy-back, will decrease from 37.70%, which is the shareholding as on the date of this Letter of Offer to 37.53% of the post Buy-back Equity Share capital of the Company.
- The Buy-back shall not result in a change in control or otherwise affect the existing management structure of the Company.
- Pursuant to the Buy-back, the change in the percentage shareholding of Non-Resident Indians, Indian financial institutions, banks, mutual funds and the others, may undergo a change. For details, please see the section entitled “Capital Structure and Shareholding Pattern” on page 25.
- Post completion of the Buy-back, the debt-equity ratio of the Company on a standalone basis and a consolidated basis will not be greater than twice the aggregate of the paid-up share capital and free reserves.
- The Company shall not raise further capital for a period of one year from the expiry of the Buy-back period, except in discharge of its subsisting obligations.
- The Company shall not issue any Equity Shares or other specified securities, including by way of a bonus issue, till the date of expiry of the Buy-back Period.
- The Company is not undertaking the Buy-back in order to delist its Equity Shares or any other securities from the Stock Exchanges.
- We believe that the Buy-back is not expected to impact growth opportunities for the Company.
- Salient financial parameters pursuant to the Buy-back based on the audited financial statements as of March 31, 2019, of the Company are as under:

Parameter	Standalone		Consolidated	
	Pre Buy-back	Post Buy-back [^]	Pre Buy-back	Post Buy-back [^]
Net worth (₹ in lakhs)*	20,49,167.00	18,53,167.00	24,74,814.00	22,78,814.00
Return on net worth (%)**	13.61	14.33	17.60	18.38
Earnings per Equity Share (in ₹) [§]	12.74	12.98	19.27	19.64
Book value per Equity Share (in ₹) ^{&}	98.95	91.21	119.50	112.16
Price/ earnings ratio (times) [#]	29.68	29.13	19.62	19.25
Total debt/equity Ratio [%]	0.92	1.01	0.85	0.92

[^] Pre and post Buy-back calculations are based on audited standalone financials as on March 31, 2019. The post Buy-back numbers are calculated by reducing the net worth by the proposed Buy-back amount (assuming full acceptance) without factoring in any impact on the profit & loss account.

* Net worth excludes revaluation reserves and miscellaneous expenditure to the extent not written-off.

** Return on Net worth = Profit after tax/ Average Net Worth

[§] Earnings per Equity Share = Profit/(loss) for the year attributable to Equity holders of the parent /Number of weighted average Equity Shares

[&] Book value per Equity Share = Net worth (Excluding revaluation reserves and miscellaneous expenditure to the extent not written off) / Number .of shares outstanding

[#] The price/earnings ratio is based on the closing market price of the Equity Shares of the Company on NSE on last trading day of the relevant period, divided by Earnings per Equity Share for the relevant period

[%] Total debt/equity Ratio is Total Debt {excluding working capital loans (which includes commercial papers) classified as current liabilities} divided by Net worth

BASIS OF CALCULATING THE BUY-BACK PRICE

The Buy-back Price has been arrived at after considering various factors such as the average closing prices of the Equity Shares on NSE and BSE, where the Equity Shares are listed and traded, the net worth of the Company and the impact of the Buy-back on the earnings per Equity Share. The Buy-back Price represents (i) a premium of 32.78% and 32.73% over the average closing prices of the Equity Shares on NSE and BSE, respectively, during the three months preceding May 30, 2019 (the date of the intimation to the Stock Exchanges regarding the Board Meeting); and (ii) 27.26% and 27.30% over the average closing prices of the Equity Shares on NSE and BSE, respectively, for two weeks preceding the date of the intimation to the Stock Exchanges regarding the convening of the Board Meeting. For details in relation to the trends in the market price of the Equity Shares, please see the section entitled “*Stock Market Data*” on page 35.

The closing market price of the Equity Shares as on the date of intimation to the Stock Exchanges of the results of the Board meeting approving the Buy-back, being Tuesday, June 4, 2019, was ₹ 425.40 on BSE, and ₹ 425.55 on NSE.

The book value per Equity Share of the Company, on standalone and consolidated basis, prior to the Buy-back as on March 31, 2019 was ₹ 98.95 and ₹ 119.50 respectively, which will decrease to ₹ 91.21 and ₹ 112.16 post the Buy-back based on the assumption of full acceptance of Equity Shares in the Buy-back and subject to the notes specified in the table on salient financial parameters as disclosed in the section entitled “*Management Discussion and Analysis of the Likely Impact of the Buy-back on the Company*” on page 15.

The basic earning per Equity Share of the Company, on standalone and consolidated basis, prior to the Buy-back as on March 31, 2019 was ₹12.74 and ₹ 19.27, respectively which will increase to ₹ 12.98 and ₹ 19.64, post the Buy-back assuming full acceptance of Equity Shares in the Buy-back and subject to the notes specified in the table on salient financial parameters as disclosed in the section entitled “*Management Discussion and Analysis of the Likely Impact of the Buy-back on the Company*” on page 15.

The return on net worth of the Company, on standalone and consolidated basis, was 13.61% and 17.60% respectively, as on March 31, 2019 which will increase to 14.33% and 18.38% post the Buy-back assuming full acceptance of the Equity Shares in the Buy-back subject to the notes specified in the table on salient financial parameters as disclosed in the section entitled “*Management Discussion and Analysis of the Likely Impact of the Buy-back on the Company*” on page 15.

SOURCES OF FUNDS FOR THE BUY-BACK

Assuming full acceptance, the Company would utilise internal accruals and proceeds from its current investments for the purpose of the Buy-back.

The Company has confirmed that the funds for the Buy-back will be made available from its internal accruals and proceeds from the current investments of the Company.

The Company shall transfer from its free reserves or securities premium account a sum equal to the nominal value of the Equity Shares bought back through the Buy-back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

The Company will not be using any borrowed funds for the Buy-back.

DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

In accordance with Regulation 9(xi) of the Buy-back Regulations, an Escrow Agreement has been entered into amongst the Company, the Manager and the Escrow Agent on August 26, 2019.

In accordance with the Buy-back Regulations, the Company proposes to open an Escrow Account in the name and style “**APSEZ – BUYBACK 2019 – ESCROW ACCOUNT**” bearing account number 57500000395225 with the Escrow Agent, namely, HDFC Bank Limited having its registered office situated at HDFC Bank House, Lower Parel, Senapati Bapat Marg, Mumbai 400013, India. The Manager will be empowered to operate the Escrow Account in accordance with the Buy-back Regulations.

In accordance with Regulation 9(xi) of the Buy-back Regulations, the Company will deposit the applicable amount in the Escrow Account and issue a bank guarantee in favour of the Manager to the Buy-back. The Manager to the Buy-back will be empowered to operate the Escrow Account and bank guarantee. Such bank guarantee shall be valid until 30 days after the expiry of Buy-back Period, being at least until November 1, 2019.

The Company has adequate and firm financial resources to fund its obligations under the Buy-back. Dharmesh Parikh & Co., Chartered Accountants has certified through letter dated June 6, 2019 that the Company has adequate funds for the purposes of the Buy-back. The details of the independent chartered accountant are as follows:

Anuj Jain

Dharmesh Parikh & Co., Chartered Accountants

303/304, “Milestone”, Nr. Drive-in Cinema, Opp. T.V. Tower, Thaltej, Ahmedabad 380 054

Tel.: +91 79 2747 4466

ICAI Firm Registration No.: 112054W

Membership No.: 119140

The Manager has ensured and satisfied itself about the ability of the Company to implement the Buy-back in accordance with the Buy-back Regulations.

CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

Authorized capital of the Company

The Equity Share capital of the Company is provided below:

(In ₹, except share data)

		Aggregate value at face value
A	AUTHORISED EQUITY SHARE CAPITAL	
	497,50,00,000 Equity Shares of face value of ₹ 2 each	995,00,00,000
B	ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE BUY-BACK	
	2,07,09,51,761 Equity Shares of face value of ₹ 2 each	414,19,03,522
C	ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL AFTER THE BUY-BACK	
	2,03,17,51,761 Equity Shares of face value of ₹ 2 each*	4,06,35,03,522*

*Assuming full acceptance of 3,92,00,000 Equity Shares in the Buy-back.

The preference share capital of the Company is provided below:

(In ₹, except share data)

		Aggregate value at face value
A	AUTHORISED PREFERENCE SHARE CAPITAL	
	50,00,00,000 Non-Cumulative Preference Shares of face value of ₹ 10 each	5,00,00,000
B	ISSUED, SUBSCRIBED AND PAID-UP PREFERENCE SHARE CAPITAL	
	28,11,037 0.01% Non-Cumulative Redeemable Preference Shares ₹ 10 each [#]	2,81,10,370

[#] The preference shares have been issued for a period of 20 years. The term can be extended by our Company at the time of redemption with the consent of the preference shareholders. The preference shares shall be redeemed at a price of ₹ 1,000 per preference share.

There will be no change in the preference share capital of the Company, on account of the Buy-back since the Company proposes to Buy-back its Equity Shares.

Confirmations

No buy-back has been undertaken by the Company in the last three years.

As on the date of the Public Announcement, the Company confirms that there are no partly paid-up Equity Shares or calls in arrears.

There is no pending scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 2013.

Shareholding pattern of the Company

The shareholding pattern of the Company before the Buy-back (as on the Record Date) and after the Buy-Back is provided below:

Particulars	Pre- Buy-back		Post- Buy-back*	
	No. of Equity Shares	Percentage of present Equity Share capital (%)	No. of Equity Shares	Percentage of post- Buy-Back Equity Share capital (%)
Promoters and persons acting in concert	1,29,02,29,754	62.30	1,26,91,81,690 [^]	62.47

Particulars	Pre- Buy-back		Post- Buy-back *	
	No. of Equity Shares	Percentage of present Equity Share capital (%)	No. of Equity Shares	Percentage of post- Buy-Back Equity Share capital (%)
Foreign Investors (including Non Resident Indians/ Foreign Mutual Funds)	44,45,12,561	21.46	76,25,70,071	37.53
Financial Institutions / Banks and Mutual Funds promoted by Banks / Institutions	26,18,37,559	12.64		
Others (Public, Bodies Corporate, etc.,)	74,37,1887	3.59		
TOTAL	2,07,09,51,761	100.00	2,03,17,51,761	100.00

*Assuming full acceptance of Equity Shares in the Buy-back.

^ In the event of full acceptance of the Equity Shares proposed to be bought back and assuming the Equity Shares tendered by the Promoters who have expressed their intention to participate in the Buy-back are accepted, the number of Equity Shares held by the Promoters will change from 1,29,02,29,754 Equity Shares to 1,26,91,82,179 Equity Shares after the Buy-back.

Shareholding of the Promoters before and after the Buy-back

The shareholding pattern of the Promoters before the Buy-back (as on the Record Date) and after the Buy-Back is provided below:

S. No	Name of the Promoter	No. of Equity Shares pre-Buy-back	Percentage of pre- Buy-back Equity Share capital (%)	No. of Equity Shares post-Buy-back*	Percentage of post- Buy-back Equity Share capital (%)*
1.	Gautam S. Adani	1	Negligible	1	Negligible
2.	Rajesh S. Adani	1	Negligible	1	Negligible
3.	Adani Properties Private Limited	Nil	Nil	Nil	Nil
4.	Adani Tradeline LLP	14,05,12,153	6.78	13,82,19,919	6.80%
5.	Afro Asia Trade & Investment Limited	9,14,37,969	4.42	8,99,46,303	4.43%
6.	Emerging Market Investment DMCC	8,55,76,284	4.13	8,41,80,242	4.14%
7.	Gautambhai Shantilal Adani and Pritiben Gautambhai Adani (on behalf of Gautam S. Adani Family Trust) (“ Gautam S. Adani Family Trust ”)	Nil	Nil	Nil	Nil
8.	Rajesh Shantial Adani and Shilin Shantilal Adani (on behalf of Rajesh S. Adani Family Trust) (“ Rajesh S. Adani Family Trust ”)	30,000	Negligible	29,511	Negligible
9.	Gautambhai Shantilal Adani and Rajesh Shantial Adani (on behalf of S.B. Adani Family Trust) (“ S.B. Adani Family Trust ”)	81,27,65,189	39.25	79,95,06,205	39.35%
10.	Universal Trade and Investments Limited	8,08,61,339	3.90	7,95,42,214	3.91%
11.	Worldwide Emerging Market Holding Limited	7,90,46,818	3.82	7,77,57,294	3.83%
	Total	1,29,02,29,754	62.30	1,26,91,81,690[^]	62.47%

*Assuming full acceptance of Equity Shares in the Buy-back.

^ In the event of full acceptance of the Equity Shares proposed to be bought back and assuming the Equity Shares tendered by the Promoters who have expressed their intention to participate in the Buy-back are accepted, the number of Equity Shares held by the Promoters will change from 1,29,02,29,754 Equity Shares to 1,26,91,82,179 Equity Shares after the Buy-back.

The aggregate shareholding of the directors and key managerial personnel of our Company as on the Record Date provided below:

Sr. No.	Name	No. of Equity Shares	Percentage of Equity Share capital (%)
1.	Gautam S. Adani	1	Negligible
2.	Rajesh S. Adani	1	Negligible
3.	Dr. Malay Mahadevia	Nil	Nil
4.	Karan Adani	Nil	Nil
5.	G. K. Pillai	Nil	Nil
6.	Prof. G Raghuram	Nil	Nil
7.	Radhika Haribhakti	Nil	Nil
8.	Sanjay Lalbhai	Nil	Nil
9.	Mukesh Kumar, IAS	Nil	Nil
10.	Nirupama Rao	Nil	Nil
11.	Deepak Maheshwari	Nil	Nil
12.	Kamlesh Bhagia	108	Negligible
	Total	110	Negligible

The aggregate shareholding of the directors of the companies, the trustees of the trusts or the designated partners of the limited liability partnerships forming a part of the Promoters and of persons in control of our Company as on the Record Date is provided below:

Sr. No.	Name of the Promoter	No. of Equity Shares	Percentage of Equity Share capital (%)
1.	Gautam S. Adani	1	Negligible
2.	Rajesh S. Adani	1	Negligible
3.	Pranav Adani	15,000	Negligible
4.	Bhavik Bharkat Kumar Shah	57,255	Negligible
5.	Riddhi Adani	15,000	Negligible
6.	Raminder Singh Gujral	17,955	Negligible
7.	Suresh Manglani	141	Negligible
8.	Anand Vipinchandra Shah	75	Negligible
9.	Shaan Zaveri	8,671	Negligible
10.	Sushma Oza	225	Negligible

BRIEF INFORMATION OF THE COMPANY

History of the Company

Our Company was incorporated as Gujarat Adani Port Limited on May 26, 1998 as a private limited company under the Companies Act, 1956, with the Registrar of Companies, Gujarat at Ahmedabad, having registered number L63090GJ1998PLC034182. The Permanent Account Number of the Company is AAACG7917K. The name of our Company was changed to Mundra Port and Special Economic Zone Limited on July 7, 2006. The name of our Company was subsequently changed to Adani Ports and Special Economic Zone Limited on January 6, 2012. Our Company's equity shares were listed on November 27, 2007 on BSE and NSE. The Company has its registered office situated at Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad 380 009. The Company's Equity Shares are listed on NSE (Symbol: ADANIPTS) and BSE (Security Code: 532921) since November, 2007.

Overview of the Business

The Company, part of globally-diversified Adani Group, is a leading port developer and operator and an integrated logistics player. It has expanded its business from operating a single port at Mundra on the west coast of India to being a pan-Indian integrated logistics service provider, operating at ten strategically located ports/terminals along the Indian coastline. The Company has a seamless integration of ports and terminals, industrial land and logistics business.

Ports Business: The Company currently operates nine ports and terminals consisting of 47 berths and two single point moorings to facilitate the handling of dry, liquid and crude oil, containers, ro-ro and project cargo with total capacity to handle 395 mmtpa of cargo.

Industrial Land: The land bank area of 8,481 hectares offers integrated infrastructure with land in special economic zone, domestic tariff area and free trade and warehousing zones with cluster based zoning. It has multi-modal connectivity with sea, air, rail and road linkages with quality social infrastructure facilities, such as housing, education, healthcare and recreation with support system utilities such as power, water and common effluent treatment plant.

Logistics business: The Company operates three logistics park at Patli, Kishangarh and Kilaraipur which provide the Company with a strategic presence in the northern hinterland of India along with category I licensed container rake operator with 30 container rakes.

Recent Performance

During the Financial Year 2019, the Company handled cargo of 208 million metric tonnes (MMT) with growth of 15% YoY compared to Financial Year 2018. It has also become the first Indian Ports company to handle 200 MMT of cargo. As per the audited consolidated financial statements of the Company for the financial year 2019, the income from port operations registered growth of 23% YoY at ₹ 8,986 crore compared with ₹ 7,330 crore in financial year 2018. The total revenue from operations declined by 3.6% YoY from ₹ 11,322 Crore in financial year 2018 to ₹ 10,925 crore in financial year 2019 largely due to higher SEZ income in financial year 2018. The total EBITDA (excluding forex gain / loss) reduced by 1.1% from ₹ 7,145 crore to ₹ 7,067 crore and the profit after tax reported at ₹ 4,006 crore, up by 9% compared to ₹ 3,683 crore in financial year 2018. For further details on financial information on our Company for the Financial Years 2017, 2018 and 2019 on a standalone and consolidated basis, please see the section entitled “*Financial Information of the Company*” on page 33.

Equity Share Capital History of the Company

The history of the equity share capital and share premium account of the Company since incorporation is detailed in the following table:

Date of Allotment	No. of Equity Share	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Reason for Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Equity share capital (₹)	Cumulative Share Premium (₹)
May 28, 1998	7,000	10	10	Cash	Subscription to Memorandum	7,000	70,000	Nil
January 28, 1999	10,64,00,000	10	10	Cash	Allotment to Gujarat Port Infrastructure Development Company Limited, Adani Port Limited	10,64,07,000	1,06,40,70,000*	Nil

Date of Allotment	No. of Equity Share	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Reason for Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Equity share capital (₹)	Cumulative Share Premium (₹)
					and others			
June 28, 2000	2,75,93,000	10	10	Cash	Allotment AISPL	13,40,00,000	1,34,00,00,000	Nil
September 29, 2000	60,00,000	10	80	Cash	Allotment Unit Trust of India	14,00,00,000	1,40,00,00,000	42,00,00,000
August 26, 2005	4,02,16,410	10			Allotment pursuant to scheme of amalgamation between our Company and Adani Port Limited	18,02,14,410*	1,80,21,44,100	42,00,00,000
July 1, 2006	Equity shares of face value ₹ 10 each were sub-divided into equity shares of face value ₹ 2 each					90,10,72,050	1,80,21,44,100	42,00,00,000
January 31, 2007	Equity shares of face value ₹ 2 each were consolidated into equity shares of face value ₹ 10 each					18,02,14,410	1,80,21,44,100	42,00,00,000
February 10, 2007	18,02,14,410	10		Capitalization of reserve	Issuance of bonus Equity Shares in the ratio of 1:1	36,04,28,820	3,60,42,88,200	Nil
November 21, 2007	4,02,50,000	10	440	Cash	Initial Public Offer	40,06,78,820	4,00,67,88,200	17,72,75,00,000
September 24, 2010	Equity shares of face value ₹ 10 each were sub-divided into equity shares of face value ₹ 2 each					2,00,33,94,100	4,00,67,88,200	Nil
June 7, 2013	6,66,57,520	2	150	Cash	Institutional Placement Programme	2,07,00,51,620	4,14,01,03,240	27,59,28,12,960
June 8, 2015	1,55,32,61,781	2			Allotment pursuant to Composite Scheme of Arrangement	2,07,09,51,761***	4,14,19,03,522	Nil

* An initial amount of ₹ 5 per Equity Share was paid upon allotment. The Equity Shares were made fully paid up when the balance amount of ₹ 5 per Equity Share was paid on August 2, 2000; July 31, 2000; September 7, 2000; September 30, 2000; and January 30, 2002.

** As Adani Port Limited was holding 2,000 Equity Shares of the Company at the time of such amalgamation the same were cancelled.

*** As Adani Enterprises Limited was holding 155,23,61,640 Equity Shares of the Company at the time of composite scheme of arrangement and the same were cancelled.

The history of the preference share capital of the Company since incorporation is detailed in the following table:

Date of Allotment	No. of Preference Shares	Type of Preference Shares	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Reason for Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Equity share capital (₹)	Cumulative Share Premium (₹)
March 29, 2004	28,11,037	0.01% Non-Cumulative Redeemable Preference Shares Rs.10 each #	10	1,000	Cash	Allotment to APIPL, Adani Enterprise Limited, Adani Agro and others	28,11,037	2,81,10,370	2,78,29,26,630

The preference shares have been issued for a period of 20 years. The term can be extended by our Company at the time of redemption with the consent of the preference shareholders. The preference shares shall be redeemed at a price of ₹ 1,000 per preference share.

Board of Directors of the Company

The following table provides the details regarding the Board of Directors of the Company as of the date of filing this Letter of Offer:

Name, Designation, Date of Appointment, Qualification and Occupation	Age (in years)	Other Directorships
Gautam S. Adani ⁽¹⁾	57	<ul style="list-style-type: none"> Adani Enterprises Limited Adani Gas Limited

Name, Designation, Date of Appointment, Qualification and Occupation	Age (in years)	Other Directorships
<p>Designation: Chairman and Managing Director</p> <p>DIN: 00006273</p> <p>Date of Appointment: May 26, 1998</p> <p>Qualification: Bachelor's degree in Commerce (Second Year)</p> <p>Occupation: Business</p>		<ul style="list-style-type: none"> • Adani Green Energy Limited • Adani Power Limited • Adani Transmission Limited
<p>Rajesh S. Adani⁽¹⁾</p> <p>Designation: Non-Independent and Non-Executive Director</p> <p>DIN: 00006322</p> <p>Date of Appointment: May 26, 1998</p> <p>Qualification: Bachelor's degree in commerce from Gujarat University</p> <p>Occupation: Business</p>	54	<ul style="list-style-type: none"> • Adani Enterprises Limited • Adani Green Energy Limited • Adani Power Limited • Adani Transmission Limited • Adani Welspun Exploration Limited
<p>Dr. Malay Mahadevia⁽²⁾</p> <p>Designation: Non-Independent and Whole-time Director</p> <p>DIN: 00064110</p> <p>Date of Appointment: May 20, 2009</p> <p>Qualification: Master's degree in dental surgery from University of Bombay; Doctorate of philosophy from Gujarat University</p> <p>Occupation: Service</p>	56	<ul style="list-style-type: none"> • Adani Infrastructure Private Limited • Adani Vizhinjam Port Private Limited • GSPC LNG Limited • Mahadevia Dental Hospital Private Limited • Adani Wilmar Limited
<p>Karan Adani⁽¹⁾</p> <p>Designation: Non-Independent, Whole-time Director</p> <p>DIN: 03088095</p> <p>Date of Appointment: May 24, 2017</p> <p>Qualification: Degree in economics from Purdue University</p> <p>Occupation: Business</p>	32	<ul style="list-style-type: none"> • Adani Airports Limited • Adani Ennore Container Terminal Private Limited • Adani Hazira Port Private Limited • Adani Kandla Bulk Terminal Private Limited • Adani Kattupalli Port Private Limited • Adani Petronet (Dahej) Port Private Limited • Adani Properties Private Limited • Adani Total Private Limited • Adani Vizhinjam Port Private Limited • The Dhamra Port Company Limited
<p>Prof. Ganesan Raghuram</p> <p>Designation: Independent and Non-Executive Director</p> <p>DIN: 01099026</p>	64	<ul style="list-style-type: none"> • Take Solutions Limited • IIMB Innovations

Name, Designation, Date of Appointment, Qualification and Occupation	Age (in years)	Other Directorships
<p><i>Date of Appointment:</i> May 14, 2012</p> <p><i>Qualification:</i> Bachelor's degree in electrical engineering from the Indian Institute of Technology, Madras; Post-graduate diploma in management from the Indian Institute of Management, Ahmedabad; Doctorate in philosophy from Northwestern University.</p> <p><i>Occupation:</i> Service</p>		
<p>Gopal Krishna Pillai</p> <p><i>Designation:</i> Independent and Non-Executive Director</p> <p><i>DIN:</i> 02340756</p> <p><i>Date of Appointment:</i> October 19, 2012</p> <p><i>Qualification:</i> Master's degree in science from the Indian Institute of Technology, Chennai</p> <p><i>Occupation:</i> Retired IAS Officer</p>	69	<ul style="list-style-type: none"> • Berger Paints India Limited • CMS Info Systems Limited • IvyCap Ventures Advisors Private Limited • Tata International Limited • Zuari Agro Chemicals Limited
<p>Radhika Haribhakti</p> <p><i>Designation:</i> Independent and Non-Executive Director</p> <p><i>DIN:</i> 02409519</p> <p><i>Date of Appointment:</i> March 30, 2015</p> <p><i>Qualification:</i> Commerce graduate from Gujarat University; Post-graduate diploma in management (finance) from the Indian Institute of Management, Ahmedabad</p> <p><i>Occupation:</i> Business</p>	61	<ul style="list-style-type: none"> • EIH Associated Hotels Limited • ICRA Limited • Mahanagar Gas Limited • Navin Fluorine International Limited • Rain Industries Limited
<p>Nirupama Rao</p> <p><i>Designation:</i> Independent and Non-Executive Director</p> <p><i>DIN:</i> 06954879</p> <p><i>Date of Appointment:</i> April 22, 2019</p> <p><i>Qualification:</i> Master's degree in English Literature from Marathwada University (now Babasaheb Ambedkar Marathwada University), Doctor of Letters (<i>Honoris Causa</i>) from the Pondicherry University</p> <p><i>Occupation:</i> Retired IAS Officer</p>	68	<ul style="list-style-type: none"> • ITC Limited • JSW Steel Limited • KEC International Limited
<p>Mukesh Kumar</p> <p><i>Designation:</i> Non-Independent and Non-Executive Director</p>	49	<ul style="list-style-type: none"> • Adani Hazira Port Private Limited • Adani Petronet (Dahej) Port Private Limited • GSPC LNG Limited • Gujarat Chemical Port Terminal Company

Name, Designation, Date of Appointment, Qualification and Occupation	Age (in years)	Other Directorships
<p><i>DIN:</i> 06811311</p> <p><i>Date of Appointment:</i> October 23, 2018</p> <p><i>Qualification:</i> Bachelor's degree in electrical engineering from the Indian Institute of Technology, Kanpur and an executive masters in public administration from the Maxwell School, Syracuse University, USA</p> <p><i>Occupation:</i> Service</p>		<p>Limited</p> <ul style="list-style-type: none"> • Gujarat Pipavav Port Limited • Gujarat Ports Infrastructure and Development Company Limited • Gujarat Rail Infrastructure Development Corporation Limited • Hazira Port Private Limited • Swan LNG Private Limited

(1) *Mr. Gautam S. Adani and Mr. Rajesh S. Adani are brothers and Mr. Karan Adani is the son of Mr. Gautam S. Adani and nephew of Mr. Rajesh S. Adani. None of the other Directors are related to each other.*

Changes in the Board of Directors during the last three years

The following table provides the details regarding the changes in the Board of Directors of the Company as of the date of filing of this Letter of Offer:

Name	Appointment/ Resignation	Date of Appointment/ Change/ Cessation	Reason
Sanjay S. Lalbhai	Resignation	August 8, 2019	Completion of tenure as an Independent Director
Nirupama Rao	Appointment	April 22, 2019	-
Mukesh Kumar*	Appointment	October 23, 2018	-
Karan Adani	Appointment	May 24, 2017	-
A. K. Rakesh*	Resignation	September 7, 2016	Transfer from Gujarat Maritime Board

* *As a nominee of the Gujarat Maritime Board.*

Except to the change in respect of the shareholding of the Directors, Promoters, persons in control of the Company and group companies in the Company in the event Equity Shares held by them are tendered in the Buy-back, the Buy-back will not result in any benefit to the Directors, Promoters, persons in control of the Company and group companies.

FINANCIAL INFORMATION OF THE COMPANY

Summary of the financial information of the Company

On a standalone basis

The salient features of the financial information of the Company for last three financial years as extracted from the financial statements is provided below:

(Amount in ₹ Lakhs)

Particulars	For the year ended		
	March 31, 2019 (Audited)	March 31, 2018 (Audited)	March 31, 2017 (Audited)
Total Income	7,67,928.00	8,14,114.00	6,16,353.00
Total Expenses (excluding depreciation)	3,54,143.00	3,84,144.00	2,32,988.00
Depreciation and Amortization	47,421.00	47,052.00	54,071.00
Profit before Tax	3,66,364.00	3,82,918.00	3,29,294.00
Provision for tax net of MAT credit (including deferred tax)	1,02,592.00	1,42,108.00	19,233.00
Profit/ (Loss) after tax	2,63,772.00	2,40,810.00	3,10,061.00
Equity Share capital	41,419.00	41,419.00	41,419.00
Other equity*	20,07,748.00	17,86,907.00	16,45,066.00
Net worth*	20,49,167.00	18,28,326.00	16,86,485.00
Total Debt (excluding working capital loans (which includes commercial papers) classified as current liabilities)	18,78,559.00	19,40,397.00	17,00,978.00

*Excluding revaluation reserves and miscellaneous expenditure to the extent not written off

Financial Ratios

The financial ratios for the last three financial years are as provided below:

Particulars	For the year ended		
	March 31, 2019 (Audited)	March 31, 2018 (Audited)	March 31, 2017 (Audited)
Earnings per Equity Share (in ₹)	12.74	11.63	14.97
Diluted Earnings per Equity Share (in ₹)	12.74	11.63	14.97
Debt Equity ratio*	0.92	1.06	1.01
Book value per Equity Share (in ₹)*	98.95	88.28	81.44
Return on Net worth (in %)*	13.61	13.70	20.38
Total Debt/ Net worth*	0.92	1.06	1.01

*Excluding revaluation reserves and miscellaneous expenditure to the extent not written-off.

On a consolidated basis

The salient features of the financial information of the Company for the last three financial years as extracted from the financial statements is provided below:

(Amount in ₹ Lakhs)

Particulars	For the year ended		
	March 31, 2019 (Audited)	March 31, 2018 (Audited)	March 31, 2017 (Audited)
Total Income	12,28,778.00	12,33,389.00	9,47,946.00
Total Expenses (excluding depreciation)	5,78,802.00	5,91,139.00	4,14,040.00
Depreciation and Amortization	1,37,348.00	1,18,837.00	1,16,019.00
Profit before Tax	5,12,628.00	5,23,413.00	4,17,887.00
Provision for tax net of MAT credit (including deferred tax)	1,08,147.00	1,54,418.00	28,663.00
Profit/ (Loss) after tax	4,04,475.00	3,68,995.00	3,90,150.00

Particulars	For the year ended		
	March 31, 2019 (Audited)	March 31, 2018 (Audited)	March 31, 2017 (Audited)
Profit for the year attributable to Equity holders of the parent	3,99,022.00	3,67,362.00	3,91,152.00
Equity Share capital	41,419.00	41,419.00	41,419.00
Other equity*	24,33,395.00	20,80,420.00	17,25,103.00
Net worth*	24,74,814.00	21,21,839.00	17,66,522.00
Total Debt (excluding working capital loans (which includes commercial papers) classified as current liabilities)	20,99,979.00	21,43,099.00	18,95,214.00

*Excluding revaluation reserves and miscellaneous expenditure to the extent not written off

Financial Ratios

The financial ratios for the last three financial years are as provided below:

Particulars	For the year		
	March 31, 2019 (Audited)	March 31, 2018 (Audited)	March 31, 2017 (Audited)
Earnings per Equity Share (in ₹)	19.27	17.74	18.89
Diluted Earnings per Equity Share (in ₹)	19.27	17.74	18.89
Debt Equity ratio*	0.85	1.01	1.07
Book value per Equity Share (in ₹)*	119.50	102.46	85.30
Return on Net worth (in %)*	17.60	18.98	24.93
Total Debt/ Net worth*	0.85	1.01	1.07

*Excluding revaluation reserves and miscellaneous expenditure to the extent not written-off.

The key ratios have been computed in the manner indicated below:

Key Ratios	Basis
Basic Earnings per Share (in ₹)	Net Profit attributable to Equity Shareholders / Weighted average number of Equity Shares outstanding during the year
Diluted Earnings per Share (in ₹)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year (assuming issuance of all the shares kept in abeyance)
Book value per Share (in ₹)	Net worth (Excluding revaluation reserves and miscellaneous expenditure to the extent not written off) / Number of Equity Shares outstanding
Debt-Equity Ratio	Total Debt (excluding working capital loans (which includes commercial papers) classified as current liabilities) divided by Net worth
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax / Average Net worth excluding revaluation reserves

Confirmations

The Company confirms that it will comply with the provisions of the Takeover Regulations, if applicable.

The Company confirms that it has complied with the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014, as may be applicable to the Buy-back.

STOCK MARKET DATA

The Equity Shares were listed on the BSE and NSE.

The market price of the Equity Shares in the last three years on the stock exchange where the Equity Shares are listed being BSE and NSE, are provided below:

NSE:

Period	High*			Low*			Average*	Total volume traded
	High	Date of High	No. of Equity Shares Traded	Low	Date of Low	No. of Equity Shares Traded		
Fiscal 2019	413.35	May 9, 2018	14,08,466	301.80	October 5, 2018	71,77,862	365.73	89,96,14,092
Fiscal 2018	448.75	January 24, 2018	52,01,505	319.35	April 18, 2017	93,15,409	386.59	92,13,99,297
Fiscal 2017	339.60	March 31, 2017	34,17,463	171.55	May 19, 2016	1,34,78,073	258.85	1,16,69,47,689

Source: www.nseindia.com

* Note: High, Low and Average price for the period are based on closing prices

BSE:

Period	High*			Low*			Average*	Total volume traded
	High	Date of High	No. of Equity Shares Traded	Low	Date of Low	No. of Equity Shares Traded		
Fiscal 2019	413.35	May 9, 2018	14,08,466	301.80	October 5, 2018	71,77,862	365.73	89,96,14,092
Fiscal 2018	448.75	January 24, 2018	52,01,505	319.35	April 18, 2017	93,15,409	386.59	92,13,99,297
Fiscal 2017	339.60	March 31, 2017	34,17,463	171.55	May 19, 2016	1,34,78,073	258.85	1,16,69,47,689

Source: www.bseindia.com

* Note: High, Low and Average price for the period are based on closing prices

Monthly high and low prices during the six months preceding the Public Announcement and total volume of Equity Shares traded

The monthly market prices during the six month preceding the Public Announcement and the total volume of Equity Shares traded on the stock exchange where the Equity Shares are listed, being June 6, 2019, are provided below:

NSE:

Period	High*			Low*			Average*	Total volume traded
	High	Date of High	No. of Equity Shares Traded	Low	Date of Low	No. of Equity Shares Traded		
June 1, 2019 – June 6, 2019	426.30	June 6, 2019	48,48,580	424.75	June 3, 2019	38,52,273	425.53	1,63,84,338
May, 2019	416.40	May 31, 2019	42,17,665	360.15	May 15, 2019	24,99,138	387.42	11,92,39,950
April, 2019	395.65	April 16, 2019	37,28,013	379.45	April 8, 2019	16,21,369	386.42	4,61,04,510
March, 2019	381.30	March 28, 2019	59,09,606	333.20	March 1, 2019	47,56,894	358.89	7,04,64,771
February, 2019	355.75	February 21, 2019	40,89,677	323.50	February 26, 2019	1,42,43,781	337.77	13,35,58,828
January, 2019	399.30	January 18, 2019	36,17,922	326.10	January 28, 2019	1,51,77,384	375.97	8,45,34,851

Period	High*			Low*			Average*	Total volume traded
	High	Date of High	No. of Equity Shares Traded	Low	Date of Low	No. of Equity Shares Traded		
December, 2018	387.70	December 31, 2018	20,62,181	355.75	December 11, 2018	61,77,739	372.19	7,62,46,687

Source: www.nseindia.com

* Note: High, Low and Average price for the period are based on closing prices

BSE:

Period	High*			Low*			Average*	Total volume traded
	High	Date of High	No. of Equity Shares Traded	Low	Date of Low	No. of Equity Shares Traded		
June 1, 2019 – June 6, 2019	426.40	June 6, 2019	2,54,823	423.90	June 3, 2019	3,47,748	425.23	9,75,840
May, 2019	414.85	May 31, 2019	2,63,277	360.50	May 15, 2019	98,213	387.21	57,37,630
April, 2019	395.70	April 16, 2019	1,80,671	379.40	April 8, 2019	73,240	386.32	29,54,835
March, 2019	381.50	March 28, 2019	2,68,145	333.45	March 1, 2019	2,64,026	358.61	32,84,698
February, 2019	355.70	February 21, 2019	1,56,080	323.55	February 26, 2019	55,80,098	337.77	1,31,15,039
January, 2019	398.60	January 18, 2019	2,20,821	327.05	January 28, 2019	12,99,228	376.07	74,59,641
December, 2018	387.35	December 31, 2018	1,63,550	356.90	December 11, 2018	4,34,486	372.05	54,70,162

Source: www.bseindia.com

* Note: High, Low and Average price for the period are based on closing prices

Notice of the Board Meeting convened to consider the proposal of the Buy-back was given to the NSE and BSE on May 30, 2019. The Board, at its meeting held on June 4, 2019, approved the proposal for the Buy-back at a price of ₹ 500 (Rupees Five Hundred Only) per Equity Share and the intimation was sent to NSE and BSE on the same day. The closing market price of the Equity Shares on NSE and BSE, during this period and as on the date of the Public Announcement, are summarised below.

Event	Date	NSE (₹)	BSE (₹)
Notice of the Board Meeting convened to consider the proposal of the Buy-back	May 30, 2019	409.30	409.05
1 Trading Day post notice of the Board Meeting	May 31, 2019	416.40	414.85
1 Trading Day prior to the Board Meeting	June 3, 2019	424.75	423.90
Date of the Board Meeting	June 4, 2019	425.55	425.40
1 Trading Day post the Board Meeting	June 6, 2019	426.30	426.40
Date of the Public Announcement	June 6, 2019	426.30	426.40

Source: www.nseindia.com and www.bseindia.com

DETAILS OF STATUTORY APPROVALS

The Buy-back is subject to approvals, if any, required under the provisions of the Companies Act, the Buy-back Regulations and/or such other acts for the time being on force, including any approvals from the SEBI and/or the SEC in relation to certain aspects of the tender offer procedures under the Exchange Act that are applicable to the Company due to its shareholding in the United States.

1. Approval of the Board dated June 4, 2019; and
2. On July 31, 2019, the Company requested (through counsel appointed) that the staff of the Division of Corporation Finance of the SEC grant exemptive relief with respect to Rule 14e-1(a) under the Exchange Act. Rule 14e-1(a) of the Exchange Act provides that a tender offer must remain open for a minimum of 20 business days. The staff of the Division of Corporation Finance of the SEC, through its letter dated August 1, 2019, granted exemptive relief to the Company, permitting the Buy-back to remain open for a fixed period of 10 Working Days, in compliance with the Buy-back Regulations.

If any statutory or regulatory approvals become applicable subsequently, the Buy-back will be subject to such statutory or regulatory approvals. In the event that the receipt of any statutory or regulatory approvals are delayed, any changes to the proposed timetable of the Buy-back, shall be intimated to the Stock Exchanges.

DETAILS OF REGISTRAR TO THE BUY-BACK

The Eligible Shareholders holding Shares in dematerialized form may send the Tender Form, the TRS generated by the exchange bidding system and other documents by super scribing the envelope as “**Adani Ports and Special Economic Zone Limited Buyback 2019**” to the Registrar either by registered post/courier or hand deliver at their below office, so that the same are received by Monday, September 23, 2019.



Link Intime India Private Limited

C-101, 247 Park

L.B.S. Marg

Vikhroli (West), Mumbai

Maharashtra 400 083

Contact Person: Sumeet Deshpande

Tel: +91 22 4918 6300

Fax: +91 22 4918 6195

Email: adaniports.buyback@linkintime.co.in

SEBI Registration Number: INR000004058

Validity period: Permanent

PLEASE NOTE THAT IT IS NOT MANDATORY FOR ELIGIBLE SHAREHOLDERS HOLDING AND TENDERING EQUITY SHARES IN DEMAT FORM TO SUBMIT THE TENDER FORM AND THE TRS.

TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUY-BACK.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS; OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

PROCESS AND METHODOLOGY FOR THE BUY-BACK

The Buy-back shall be available to all Eligible Shareholders holding Equity Shares in the dematerialized form as on the Record Date. The Buy-back shall be undertaken on a proportionate basis through the tender offer process prescribed under Regulation 4(iv)(a) of the Buy-Back Regulations. Additionally, the Buy-back shall, subject to applicable laws, be facilitated by tendering of Equity Shares by the Shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI Circulars.

The Company proposes to Buy-back up to 3,92,00,000 fully paid-up Equity Shares of face value ₹ 2 each aggregating up to 1.89% of the issued, subscribed and paid-up Equity Share capital of the Company as on March 31, 2019, at a price of ₹ 500 per Equity Share payable in cash for an amount aggregating up to ₹ 19,60,00,00,000 (excluding Transaction Costs) being up to 9.94% of the fully paid-up equity share capital and free reserves of the Company as per the last audited standalone financial statements for the financial year ended March 31, 2019, from the Eligible Shareholders on a proportionate basis through a Tender Offer in accordance with the provisions of Article 45 of the Articles of Association and provisions of the Sections 68, 69, 70 and any other applicable provisions of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and in compliance with the Buy-back Regulations. The maximum number of Equity Shares proposed to be bought back represents 1.89% of the total number of Equity Shares in the paid-up share capital and free reserves of the Company as per the last audited standalone financial statements for the year ended March 31, 2019. The Buy-back shall be up to 8.44% of the paid-up share capital and free reserves of the Company as per the last audited consolidated financial statements for the year ended March 31, 2019. The Buy-back is subject to receipt of any approvals of statutory, regulatory or governmental authorities, as may be required, under applicable laws, including SEBI and the Stock Exchanges.

THE COMPANY EXPRESSES NO OPINION AS TO WHETHER ELIGIBLE SHAREHOLDERS SHOULD PARTICIPATE IN THE BUY-BACK AND, ACCORDINGLY, ELIGIBLE SHAREHOLDERS ARE ADVISED TO CONSULT THEIR OWN ADVISORS TO CONSIDER PARTICIPATION IN THE BUY-BACK.

The aggregate shareholding of the Promoters and persons in control as of June 6, 2019, is 1,29,02,29,754 Equity Shares which represents 62.30% of the existing Equity Share capital of the Company. In terms of the Buy-back Regulations under the Tender Offer method, the Promoters and persons in control of a company have the option to participate in a buy back. In this regard, the Promoters and persons in control have through their individual letters dated June 4, 2019, expressed their intention to participate in the Buy-back.

Assuming full acceptance of the Equity Shares in the Buy-back from the Eligible Shareholders up to their respective Buy-back Entitlement, the aggregate percentage shareholding of the Promoters and persons in control after the Buy-back, will increase from 62.30%, which is the shareholding as on date to 62.47% of the post Buy-back Equity Share capital of the Company. Further, if none of the Eligible Shareholders from the public participate and only the Promoters and the persons in control of the Company participate to the extent of their Buy-back Entitlement, their shareholding will reduce to 61.91%.

Record Date and Ratio of Buy-back as per the Buy-back Entitlement in each Category:

The Company has approved June 21, 2019 as the Record Date for the purpose of determining the Buy-back Entitlement and the names of the Equity Shareholders, who are eligible to participate in the Buy-back.

The Equity Shares to be bought back as a part of this Buy-back is divided into two categories:

- (i) Reserved category for Small Shareholders (“**Reserved Category**”); and
- (ii) General Category for other Eligible Shareholders (“**General Category**”).

As defined in the Buy-back Regulations, Small Shareholder includes a shareholder, who holds Equity Shares whose market value, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date, is not more than ₹ 2,00,000. For the purposes of classification of a shareholder, as a “small shareholder”, multiple demat accounts having the same permanent account number, in case of securities held in the demat form, or joint holders with identical sequence of names, in case of securities held in the physical form, are to be clubbed together. As on Record Date, the volume of Equity Shares traded on NSE was 47,10,025 Equity Shares and on BSE was 1,68,892 Equity Shares. Accordingly, NSE being the exchange with highest turnover, the closing price was ₹ 402.00 and hence all Shareholders holding not more than 497 Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buy-back.

Based on the above definition, there are 2,65,855 Small Shareholders in the Company with aggregate shareholding of 2,84,62,393 Equity Shares as on Record Date, which constitutes 1.37% of the paid-up Equity Share capital of the Company

and 72.61% of the maximum number of Equity Shares which the Company proposes to buy back as a part of this Buy-back.

In compliance with Regulation 6 of the Buy-back Regulations, the reservation for the Small Shareholders, will be higher of:

- (i) 15% of the number of Equity Shares which the Company proposes to Buy-back, being 3,92,00,000 Equity Shares, amounting to 58,80,000 Equity Shares; or
- (ii) The number of Equity Shares entitled as per their shareholding as on Record Date, being approximately 5,38,750 Equity Shares (being $(2,84,62,393/2,07,09,51,761) * 3,92,00,000$).

All the outstanding Equity Shares have been used for computing the Buy-back Entitlement of Small Shareholders since the Promoters also intend to offer Equity Shares held by them in the Buy-back. In case the total number of Equity Shares held by the Small Shareholders on the Record Date is less than 58,80,000 (higher of (i) and (ii) above), the maximum number of Equity Shares reserved for Small Shareholders will be restricted to the total number of Equity Shares held by the Small Shareholders as on Record Date.

Based on the above and in accordance with Regulation 6 of the Buy-back Regulations, 58,80,000 Equity Shares have been reserved for Small Shareholders. Accordingly, General Category for all other Equity Shareholders shall consist of 3,33,20,000 Equity Shares.

Clubbing of Entitlements

In order to ensure that the same Eligible Shareholders with multiple dematerialized accounts or folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical Equity Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical.

The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ subaccounts and have a different dematerialization account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body – broker” as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

Based on the above Buy-back Entitlements, the Ratio of Buy-back for both categories is decided as below:

Category of Shareholders	Ratio of Buy-back*
Reserved category for Small Shareholders	19 Equity Shares for every 92 Equity Shares held on the Record Date
General category for all other Eligible Shareholders	1 Equity Share for every 61 Equity Shares held on the Record Date

** The ratio of Buy-back indicated above is approximate and provides an indication of the Buy-back Entitlement. Any computation of entitled Equity Shares using the above ratio of Buy-back may provide a slightly different number due to rounding-off. The actual Buy-back Entitlement for reserved category for Small Shareholders is 20.6588392% and general category for all other Eligible Shareholders is 1.6313426%.*

Fractional Entitlements

If the Buy-back Entitlement under the Buy-back, after applying the abovementioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of Buy-back Entitlement to tender Equity Shares in the Buy-back for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 4 (four) or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender

Additional Equity Shares as part of the Buy-back and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares. The Company shall make best efforts subject to Buy-back Regulations in accepting Equity Shares tendered by such Shareholders to the extent possible and permissible.

Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-back by the Small Shareholders in the Reserved Category in the following order of priority:

Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buy-back Entitlement or the number of Equity Shares tendered by them, whichever is less.

Post the acceptance as described above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buy-back, shall be given preference and one Equity Share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.

Post the acceptance as described above, in case, there are any validly tendered unaccepted Shares in the Reserved Category (“**Reserved Category Additional Shares**”) and Equity Shares left to be bought back in Reserved Category, the Reserved Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buy-back Regulations, i.e. valid acceptances per Shareholder shall be equal to the Reserved Category Additional Shares tendered by the Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with the above, shall be reduced by one.

Adjustment for fractional results in case of proportionate Acceptance, as described above:

- (i) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- (ii) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Basis of Acceptance of Equity Shares validly tendered in the General Category

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-back by all other Eligible Shareholders in the General Category in the following order of priority:

- (a) Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buy-back Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (b) Post the acceptance as described in paragraph (a) above, in case, there are any validly tendered unaccepted Equity Shares in the General Category (“**General Category Additional Shares**”) and Equity Shares left to be bought back in General Category, the General Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buy-back Regulations, i.e. valid acceptances per Eligible Shareholder shall be equal to the General Category Additional Shares validly tendered by the Eligible Shareholders divided by the total General Category Additional Shares and multiplied by the total number of Equity Shares remaining to be bought back in General Category.

Adjustment for fractional results in case of proportionate acceptance as described above:

- (i) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

- (ii) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.
- (iii) In case of any practical issues, resulting from the rounding-off of Equity Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described above.

Basis of Acceptance of Equity Shares between Categories

After acceptances of tenders, as mentioned above, in case, there are any Equity Shares left to be bought back in one category (“**Partially filled Category**”), and there are additional unaccepted validly tendered Equity Shares (“**Further Additional Shares**”) in the second Category (“**Over Tendered Category**”), then the Further Additional Shares in the Over Tendered Category shall be accepted in a proportionate manner i.e. valid Acceptances per Shareholder shall be equal to the Further Additional Shares validly tendered by an Eligible Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Equity Shares left to be bought back in the Partially filled Category.

If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has tendered Additional Shares shall be eligible for priority acceptance of one Equity Share before acceptance out of the Equity Shares left to be bought back in the Partially Filled Category, provided no acceptance could take place from such Shareholder in accordance with the paragraphs above.

Adjustment for fraction results in case of proportionate acceptance, as defined above:

- (i) For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- (ii) For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

For avoidance of doubt, it is clarified that:

- (a) the Equity Shares Accepted under the Buy-back from each Eligible Shareholder, in accordance with clauses above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholders;
- (b) the Equity Shares Accepted under the Buy-back from each Eligible Shareholder, in accordance with clauses above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and
- (c) the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the clauses above.

PROCEDURE FOR TENDER OFFER AND SETTLEMENT

1. *Tender Offer and Settlement*

1.1 **THE BUY-BACK IS OPEN TO ALL ELIGIBLE SHAREHOLDER(S) HOLDING EQUITY SHARES EITHER IN PHYSICAL AND /OR DEMATERIALIZED FORM ON THE RECORD DATE. HOWEVER, PURSUANT TO THE LODR AMENDMENT (AS DEFINED BELOW), THE ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM ARE ADVISED TO GET THEIR EQUITY SHARES DEMATERIALIZED BEFORE TENDERING THEIR EQUITY SHARES IN THE BUY-BACK.**

1.2 The Company proposes to effect the Buy-back through Tender Offer process, on a proportionate basis. This Letter of Offer and Tender Form, outlining the terms of the Buy-back as well as the detailed disclosures as specified in the Buy-back Regulations, will be mailed to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date and who have their email IDs registered with the Company and for all remaining Eligible Shareholders who do not have their email IDs registered with the Company, this Letter of Offer and the Tender Form will be sent physically. However, on receipt of a request by the Registrar to the Buy-back to receive a copy of this Letter of Offer in physical format from such Eligible Shareholder to whom Letter of Offer and Tender Form were emailed, the same shall be sent physically.

1.3 The Company will not accept any Equity Shares offered for Buy-back where there exists any restraint order of a Court or any other competent authority for transfer, disposal, sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

1.4 The Company shall comply with Regulation 24(v) of the Buy-back Regulations which states that the Company shall not Buy-back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferrable.

1.5 Eligible Shareholders' participation in Buy-back will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buy-back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buy-back, without additional investment. Shareholders may also tender a part of their Buy-back Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buy-back Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buy-back Entitlement by the Shareholder, shall be in terms of procedure described in the section entitled "*Process and Methodology for the Buy-back*" on page 42.

1.6 The Company shall accept all the Equity Shares validly tendered for the Buy-back by Eligible Shareholders, on the basis of their Buy-back Entitlement as on the Record Date.

1.7 As indicated above, the Equity Shares proposed to be bought as a part of the Buy-back is divided into two categories:

(a) Reserved Category for Small Shareholders; and

(b) the General Category for other Eligible Shareholders,

and the Buy-back Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.

1.8 After accepting the Equity Shares tendered on the basis of Buy-back Entitlement, Equity Shares left to be bought as a part of the Buy-back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buy-back Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buy-back Entitlement, in other category.

1.9 The Buy-back shall be implemented by the Company using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, Notice Number 20170202-34 dated February 2, 2017 from BSE and following the procedure prescribed in the Companies Act, 2013 and the Buy-back Regulations and as may

be determined by the Board (including the Committee authorized to complete the formalities of the Buy-back) and on such terms and conditions as may be permitted by law from time to time.

- 1.10 The maximum tender under the Buy-back by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
- 1.11 For implementation of the Buy-back, the Company has appointed JM Financial Services Limited as the registered broker to the Company (the “**Company’s Broker**”) through whom the purchases and settlements on account of the Buy-back would be made by the Company. The contact details of the Company’s Broker are as follows:

JM Financial Services Limited

5th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
India
Tel: +91 22 6704 3000; +91 22 3024 3853
Fax: +91 22 4505 7222
Contact Person: Sanjay Bhatia
Email: sanjay.bhatia@jmfl.com
Website: www.jmfinancialservices.in
SEBI Registration Number: INZ000195834

- 1.12 The Company will request both Stock Exchanges to provide a separate acquisition window (“**Acquisition Window**”) to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE Limited has been appointed as the designated stock exchange to provide a separate acquisition window to facilitate placing of sell orders by Shareholders who wish to tender their Equity Shares in the Buy-back.
- 1.13 At the beginning of the tendering period, the order for buying up to 3,92,00,000 Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed by the Shareholders through their respective stock brokers (each, a “**Shareholder Broker**”) during normal trading hours of the secondary market. In the tendering process, the Company Broker may also process the orders received from the Shareholders.
- 1.14 During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market.
- 1.15 Modification or cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buy-back. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as ‘one’ bid for the purposes of Acceptance.
- 1.16 The cumulative quantity tendered shall be made available on the BSE website at www.bseindia.com and the NSE website at www.nseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 1.17 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

2. ***Procedure to be followed by Eligible Shareholders***

- 2.1 **ALL SHAREHOLDERS HOLDING THE EQUITY SHARES IN THE PHYSICAL FORM SHALL NOTE THAT IN ACCORDANCE WITH THE PROVISIO TO REGULATION 40(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (NOTIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (FOURTH AMENDMENT) REGULATIONS, 2018) (THE “LODR AMENDMENT”), EFFECTIVE FROM APRIL 1, 2019, READ WITH NOTICE NO. 20190424-35 ISSUED BY THE BSE DATED APRIL 24, 2019, AND CIRCULAR NO. 51/2019 ISSUED BY THE NSE DATED MAY 9, 2019, EFFECTIVE FROM APRIL 1, 2019, ANY TRANSFER OF EQUITY SHARES SHALL NOT BE PROCESSED UNLESS SUCH EQUITY SHARES ARE HELD IN THE DEMATERIALIZED FORM WITH A DEPOSITORY. ACCORDINGLY, THE**

COMPANY WILL NOT BE ABLE TO ACCEPT EQUITY SHARES TENDERED IN PHYSICAL FORM IN THE BUY-BACK. THEREFORE, THE EQUITY SHAREHOLDERS WHO ARE HOLDING THE EQUITY SHARES IN THE PHYSICAL FORM ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED BEFORE TENDERING THEIR EQUITY SHARES IN THE BUY-BACK.

- 2.2 In case any person who has submitted the Equity Shares held by them in the physical form for dematerialisation should ensure that the process of getting the Equity Shares dematerialised is completed before such eligible Shareholders tender their Equity Shares in the Buy-back, so that they can participate in the Buy-back.
- 2.3 Eligible Shareholders who desire to tender their Equity Shares (held by them in the dematerialized form) under the Buy-back would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buy-back.
- 2.4 Each Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchanges. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited or the NSE Clearing Limited (formerly known as National Securities Clearing Corporation Limited) (individually, the “**Clearing Corporation**”), by using the early pay in mechanism as prescribed by the Stock Exchanges or the Clearing Corporation prior to placing the order/bid by the Shareholder Broker.
- 2.5 The details of the Special Account shall be provided in the issue opening circular that will be issued by the Stock Exchanges or the Clearing Corporation.
- 2.6 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period i.e. date of closing of the Buy-back. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 2.7 The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholders places the bids.
- 2.8 Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip (“**TRS**”) generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, Number of Equity Shares tendered etc.
- 2.9 Eligible Shareholders who have tendered their Equity Shares in the Buy-back may deliver the Tender Form duly signed (by all Shareholders in case the Equity Shares are in joint names) in the same order in which they hold the Equity Shares, along with the TRS generated by the exchange bidding system either by registered post or courier or hand delivery to the Registrar to the Buy-back not later than 2 (two) days from the Buy-back Closing Date, being September 20, 2019. The envelope should be super scribed as “**Adani Ports and Special Economic Zone Limited Buyback 2019**”. It is clarified that in case of dematerialized Equity Shares, submission of the Tender Form and TRS is not mandatory. After the receipt of the dematerialized Equity Shares in the account of the Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buy-back shall be deemed to have been accepted for Eligible Shareholders holding the Equity Shares in dematerialized form.
- 2.10 The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder’s DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker’s depository pool account for onward transfer to such Eligible Shareholder.
- 2.11 Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

- (a) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - (b) Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and
 - (c) In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- 2.12 In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buy-back before the Buy-back Closing Date.

3. ***Additional requirements in respect of tenders by Non-resident shareholders***

- 3.1 While tendering their Equity Shares under the Buy-back, all Eligible Shareholders being Non-resident Shareholders should provide relevant confirmations/ declarations vide the duly filled-in and signed (by all shareholders in case the Equity Shares are held in joint names) Tender Forms (including a copy of the permission received from RBI wherever applicable). In the event relevant confirmations / declarations are not provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.
- 3.2 FPI shareholders should also enclose a copy of their SEBI registration certificate.
- 3.3 In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholders should enclose documents in support of the same. Such documents should include:
 - (a) a copy of the permission received by them from RBI at the time of the original acquisition of Equity Shares;
 - (b) a letter from the Shareholder's authorized dealer/bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account as specified by RBI in its approval; and
 - (c) Any other document which evidences repatriability of sale proceeds in respect of the tendered Equity Shares.
- 3.4 In case the Non-Resident Equity Shareholder is not in a position to produce supporting documents towards enabling repatriation, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Offer i.e. by way of credit to a non-repatriation bank account or issuance of Rupee demand draft.
- 3.5 If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.
- 3.6 Non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any Eligible Shareholder, shall not invalidate the Buy-back in any way.
- 3.7 Any Equity Shares tendered after the Buy-back Closing Date by an Eligible Shareholder shall not be accepted.
- 3.8 The acceptance of the Buy-back made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buy-back. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

The instructions and authorizations contained in the Tender Form constitute an integral part of the terms of this Buy-back.

4. ***In case of non-receipt of this Letter of Offer / Tender Form***

- 4.1 If Eligible Shareholder(s) who have been sent this Letter of Offer through electronic means wish to obtain a physical copy of this Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email id mentioned at the cover page of this Letter of Offer stating name, address, number of Equity Shares held on Record

Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a physical copy of this Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Offer by downloading the Tender Form from the website of the Company, being www.adaniports.com or send an application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buy-back.

4.2 **Please note that Eligible Shareholder(s) who intend to participate in the Buy-back will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker or broker in the electronic platform to be made available by the Stock Exchanges before the Buy-back Closing Date, otherwise the same are liable to be rejected.**

4.3 **The Company shall accept Equity Shares validly tendered by the Shareholder(s) in the Buy-back on the basis of their shareholding and entitlement as appearing in the records of the Company as on the Record Date. Eligible Shareholder(s) who intend to participate in the Buy-back using the ‘plain paper’ option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buy-back, before participating in the Buy-back.**

5. *Acceptance of orders*

5.1 The Registrar shall provide details of order Acceptance to Clearing Corporation within specified timelines.

6. *Method of Settlement*

6.1 Upon finalization of the basis of acceptance as per Buy-back Regulations:

- (a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- (b) The Company will pay the consideration to the Company’s Broker who will transfer the funds pertaining to the Buy-back to the Clearing Corporation’s bank accounts as per the prescribed schedule. For demat Equity Shares accepted under the Buy-back, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If Eligible Shareholders’ bank account details are not available or if the funds transfer instruction is rejected by RBI/ the concerned bank, due to any reason, such funds will be transferred to the concerned Shareholder Brokers’ settlement bank account for onward transfer to such Eligible Shareholders holding Equity Shares in dematerialized form.
- (c) The Equity Shares bought back in the dematerialised form would be transferred directly to the escrow account of the Company (the “**Demat Escrow Account**”) provided it is indicated by the Company Broker or it will be transferred by the Company Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- (d) In case of certain client types viz. Non-Resident Shareholders (where there may be specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member’s settlement accounts for releasing the same to the respective Eligible Seller’s account. For this purpose, the client type details would be collected from the Depositories, whereas amount payable to the Eligible Seller pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.
- (e) Eligible Shareholder will have to ensure that they keep their depository participant (“**DP**”) account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non/partial acceptance of shares under the Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder’s DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker’s depository pool account for onward transfer to such Eligible Shareholder.
- (f) Each Shareholder Broker will issue contract note for the Equity Shares accepted under the Buy-back. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.

- (g) Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the respective Shareholder Broker upon the Shareholders for tendering Equity Shares in the Buy-back. The Buy-back consideration received by the Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company and the Manager to the Buy-back accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Shareholders tendering their Equity Shares in the Buy-back.
- (h) The Equity Shares lying to the credit of the Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the Buy-Back Regulations.

Rejection Criteria

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

- (a) the Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or
- (b) if there a name mismatch in the dematerialised account of the Shareholder.

Non-resident shareholders

All non-resident Shareholders should also enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the non-resident Shareholder should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Shareholder from the appropriate account as specified by RBI in its approval. In case the non-resident Shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-back. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.

NOTE ON TAXATION

THE FOLLOWING SUMMARY OF THE TAX CONSIDERATIONS IS BASED ON THE READING OF THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT IMPLICATIONS ON THESE TAX CONSIDERATIONS.

FINANCE (NO. 2) BILL, 2019 INTRODUCED IN LOK SABHA HAS EXTENDED THE PROVISIONS OF SECTION 115QA OF INCOME TAX ACT, 1961 TO DISTRIBUTED INCOME ON BUYBACK OF EQUITY SHARES OF A COMPANY LISTED ON A RECOGNIZED STOCK EXCHANGE AS WELL AND SUBSEQUENTLY EXEMPTING THE INCOME ARISING OUT OF SUCH BUYBACK FOR THE SHAREHOLDERS UNDER SECTION 10(34A) OF THE INCOME TAX ACT, 1961. THE FINANCE BILL HAS ALSO MADE CERTAIN OTHER CHANGES SUCH AS INCREASE IN THE SURCHARGE RATE FOR CERTAIN CATEGORY OF TAX PAYERS, INCREASING THE TURNOVER THRESHOLD FOR COMPANIES WHO WILL BE LIABLE FOR CORPORATE TAX AT 25%. A SUMMARY OF RELEVANT PROVISIONS HAS BEEN GIVEN BELOW.

IN VIEW OF THE PARTICULARISED NATURE OF TAX CONSEQUENCES, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY IF ANY ACTION IS TAKEN BY THE ELIGIBLE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY.

THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY OF TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

Given below is a broad summarization of the applicable sections of the Income-tax Act, 1961 ("the Act") relating to treatment of income-tax in case of buyback of listed equity shares on the stock exchange, which is provided only as a guidance.

The Indian tax year runs from 1 April to 31 March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Act.

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. In case of shares of a Company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where the company is "incorporated" and where its shares can be transferred.

Accordingly, since Adani Ports and Special Economic Zone Limited is incorporated in India, the shares of Adani Ports and Special Economic Zone Limited would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the Act subject to any specific exemption in this regard.

Further, the non- resident shareholder can avail benefits of the Double Taxation Avoidance Agreement ("DTAA") between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including non-applicability of General Anti-Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under the Act.

The Act also provides for different tax regimes / rates applicable to the gains arising on buyback of shares, based on the period of holding, residential status and category of the shareholder, nature of the income earned, etc. The summary of tax implications on buyback of equity shares listed on the stock exchange/s in India is set out below. All references to equity

shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

A. CLASSIFICATION OF SHAREHOLDERS

Shareholders can be classified under the following categories:

- a) **Resident Shareholders being:**
 - Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI)
 - Indian Company
 - Others
- b) **Non Resident Shareholders being:**
 - Non Resident Indians (NRIs)
 - Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
 - Others:
 - Foreign Company
 - Other than Company

B. CLASSIFICATION OF INCOME

Shares can be classified under the following 2 (two) categories:

- a) Shares held as investment (income from transfer, taxable under the head **“Capital Gains”**)
- b) Shares held as stock-in-trade (income from transfer, taxable under the head **“Profits and Gains from Business or Profession”**)

Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade). Traditionally, the issue of characterization of income arising from sale of shares has been a subject matter of litigation with the tax authorities. There have been various judicial pronouncements on whether gains from transactions in securities should be taxed as “business profits” or as “capital gains”

However, these pronouncements, while laying down certain guiding principles have largely been driven by the facts and circumstances of each case. The Central Board of Direct Taxes (“CBDT”), the apex body for Income-tax administration has issued Circular no. 6 of 2016, as per which, if the taxpayer opts to consider the shares as stock-in-trade, the income arising from the transfer of such shares would be treated as its business income. Also, if such shares are held for a period of more than 12 months, if the taxpayer desires to treat the income arising from the transfer thereof as “capital gains”, the same shall not be put to dispute by the Tax Officer. However, this stand, once taken by the assessee in a particular assessment year, shall remain applicable in the subsequent assessment years also and the taxpayer shall not be allowed to opt for a different / contrary stand in this regard in the subsequent years.

Further, investments by FII in any securities in accordance with the regulations made under the Securities Exchange Board of India Act, 1992 would be treated as a capital asset under the provisions of the Act.

C. SHARES HELD AS INVESTMENT

As per the provisions of the Act, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head “Capital Gains”. Capital gains on buyback of shares are governed by the provisions of Section 46A of the Act and would attract capital gains in the hands of shareholders as per provisions of Section 48 of the Act. The provisions of buy back tax under Section 115QA in Chapter XII-DA of the Act do not apply for shares listed on the stock exchange. However, Finance (No.2) Act, 2019 has amended provisions of Section 115QA of the Act, with effect from 05th July, 2019, and therefore the provisions of Section 115QA of the Act are now applicable in respect of all the buy-back of shares listed on a recognized stock exchange.

(Please refer paragraph below pertaining to amendment made by Finance (No.2) Act, 2019.)

Depending on the period for which the shares are held, the gains would be taxable as “short term capital gain” or “long term capital gain”:

- In respect of equity shares held for a period less than or equal to 12 months prior to the date of transfer, the same shall be treated as a “short-term capital asset”, and the gains arising therefrom shall be taxable as “short-

term capital gains” (“**STCG**”).

- Similarly, where equity shares are held for a period more than 12 months prior to the date of transfer, the same shall be treated as a “long-term capital asset”, and the gains arising therefrom shall be taxable as “long-term capital gains” (“**LTCG**”).

Where transaction for transfer of such equity shares (i.e. buyback) is executed through a recognized stock exchange, they are liable to Securities Transaction Tax (“**STT**”). STT is a tax payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian Stock Exchange. Currently, the STT rate applicable on the purchase or sale of shares on the stock exchange is 0.1% of the value of security.

The taxability of buyback proceeds in the hands of the Eligible Shareholder should be as under:

- The Finance Act, 2018 has withdrawn the exemption under section 10(38) of the Act for LTCG arising from transfer of equity shares on or after 1 April 2018. Section 112A of the Act provides for taxation of income arising from the transfer of such shares, which is explained in the following paragraphs.
- The gain accrued on such equity shares till 31 January 2018 has been exempted by providing that for the purpose of computing LTCG the cost of shares acquired before 1 February 2018 shall be the higher of the following-
 - (i) Actual cost of acquisition; or
 - (ii) Lower of -
 - a) Fair market value
 - b) Full value of consideration received or accruing as a result of the transfer of the shares

Fair market value has been defined to mean the highest price of the equity share quoted on any recognized stock exchange on 31 January 2018.

- After taking into account the benefit provided above, LTCG arising from transfer of equity shares, exceeding INR 100,000, will be taxable at 10% without allowing the benefit of indexation.
- However, section 112A of the Act shall not apply if such equity shares were acquired on or after 1 October 2004 and securities transaction tax (“STT under Chapter VII of the Finance (No. 2) Act, 2004) was not paid. In this regard, the Central Government has issued a notification dated 01 October 2018 (Notification No. 60/2018/F.No. 370142/9/2017- TPL) providing certain situations wherein section 112A of the Act will continue to be applicable even if STT is not paid at the time of acquisition of equity shares. The notification provides for the transactions of acquisition of equity share entered into—
 - (I) before the 1st day of October, 2004; or
 - (II) on or after the 1st day of October, 2004 which are not chargeable to securities transaction tax under Chapter VII of the Finance (No. 2) Act, 2004 (23 of 2004), other than the following, namely:-
 - a) Where acquisition of existing listed equity share in a company, whose equity shares are not frequently traded on a recognised stock exchange of India, was made through a preferential issue, other than acquisition of listed equity shares in a company:-
 - (i) which has been approved by the Supreme Court, High Court, National Company Law Tribunal, Securities and Exchange Board of India or Reserve Bank of India in this behalf;
 - (ii) by any non-resident in accordance with foreign direct investment guidelines issued by the Government of India;
 - (iii) by an investment fund referred to in clause (a) of Explanation 1 to section 115UB of the Act or a venture capital fund referred to in clause (23FB) of section 10 of the Act or a Qualified Institutional Buyer; and
 - (iv) through preferential issue to which the provisions of chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 does not apply.
 - b) Where transaction for acquisition of existing listed equity share in a company was not entered through a recognised stock exchange of India, other than acquisition of listed equity shares in a company which has been made in accordance with the provisions of the Securities Contracts (Regulation) Act, 1956, and is—
 - (i) through an issue of share by a company other than the issue referred to in clause (a);
 - (ii) by scheduled banks, reconstruction or securitisation companies or public financial institutions during their ordinary course of business;
 - (iii) approved by the Supreme Court, High Courts, National Company Law Tribunal, Securities and Exchange Board of India or Reserve Bank of India in this behalf;
 - (iv) under employee stock option scheme or employee stock purchase scheme framed under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock

- (v) Purchase Scheme) Guidelines, 1999;
 - (v) by any non-resident in accordance with foreign direct investment guidelines of the Government of India;
 - (vi) in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (vii) from the Government;
 - (viii) by an investment fund referred to in clause (a) to Explanation 1 to section 115UB of the Act or a venture capital fund referred to in clause (23FB) of section 10 of the Act or a Qualified Institutional Buyer; and
 - (ix) by mode of transfer referred to in section 47 or section 50B or sub-section (3) of section 45 or subsection (4) of section 45 of the Act, if the previous owner or the transferor, as the case may be, of such shares has not acquired them by any mode referred to in (a) or clause (b) or clause (c) [other than the transactions excluded under clause (a) or clause (b)].
- c) Acquisition of equity share of a company during the period beginning from the date on which the company was delisted from a recognised stock exchange and ending on the date on which the company was again listed on a recognised stock exchange in accordance with the Securities Contracts (Regulation) Act, 1956 read with Securities and Exchange Board of India Act, 1992, and any rules made there under.
- Where provisions of section 112A of the Act are not applicable, LTCG will be chargeable to tax at 20%. However, for a resident shareholder, an option is available to pay tax on such LTCG at either 20% with indexation or 10% without indexation.
 - STCG arising from such transaction would be subject to tax @ 15% under Section 111A of the Act. Unlike in the case of LTCG, no amendment has been made that requires payment of STT at the time equity shares are acquired for eligibility of the concessional rate of 15% on STCG.

Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is required to be considered while computing tax on such LTCG or STCG taxable under Section 112A or 111A of the Act. In addition to the above LTCG or STCG tax, Surcharge, Health and Education Cess are leviable (*Please refer to Note F for rate of surcharge and cess*).

MAT implications would get triggered in the hands of a resident corporate shareholder. Foreign companies will not be subject to MAT if the country of residence of such of the foreign company has entered into a DTAA with India and such foreign company does not have a Permanent Establishment (PE) in India in terms of the DTAA.

Non-Resident Shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling of the relevant conditions and the documentary compliance prescribed under the Act

The Foreign Institutional Investors will have to pay tax at the rate of 30% on short term capital gains or at the rate of 10% on long term capital gains u/s 115AD of the Act. However, the amount of income-tax calculated on the income by way of short-term capital gains referred to in section 111A of the Act shall be at the rate of fifteen per cent and in case of income arising from the transfer of a long-term capital asset referred to in section 112A of the Act, income-tax at the rate of ten per cent shall be calculated on such income exceeding one lakh rupees.

D. SHARES HELD AS STOCK-IN-TRADE

If the shares are held as stock-in-trade by any of the Eligible Shareholders of the Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains from Business or Profession". In such a case, the provisions of Section 46A of the Act will not apply.

Profits of

- (a) Individuals, HUF, AOP and BOI would be taxable at applicable slab rates.
- (b) Domestic company having turnover or gross receipts not exceeding INR 250 crore in financial year 2016-17 would be taxable @ 25%.
- (c) For persons other than stated in (a) and (b) above, profits would be taxable @ 30%. No benefit of indexation by virtue of period of holding would be available in any case.
- (d) Any expenditure laid out or expended wholly and exclusively for the business will be allowed as deduction while computing the income chargeable under the head "Profits and gains of business or profession" except expenditure of the nature described in sections 30 to 36 of the Act, expenditure being in the nature of capital expenditure or personal expenses.

For non-residents:

- a) Non-Resident Shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling relevant conditions and the documentary compliance prescribed under the Act.
- b) Where DTAA provisions are not applicable:
 - For individuals, HUF, AOP , BOI profits would be taxable at slab rates
 - For companies, profits would be taxed in India @ 40%
 - For other Non-Resident Shareholders, such as foreign firms, profits would be taxed in India @ 30%.

TAX DEDUCTION AT SOURCE

In case of Resident Shareholders:

In absence of any specific provision under the Act, the Company is not required to deduct tax on the consideration payable to resident shareholders pursuant to the said Buyback.

In case of Non-resident Shareholders:

In case of FPIs: Section 196D of the Act provides for specific exemption from withholding tax in case of capital gains arising in hands of FPIs. Thus, no withholding of tax is required in case of consideration payable to FPIs

In case, other than FPIs: Section 195(1) of the Act provides that any person responsible for paying to a non-resident, for any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable, and it is required to do so, tax at source (including applicable surcharge and education cess) shall be deducted at appropriate rates as per the Act. In doing this, the Company will be guided by generally followed practices and make use of data available in its records except in cases where the non-resident shareholders provide a specific mandate in this regard.

Since the buy-back is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is primarily on the Non-Resident Shareholder. The Non-Resident Shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The Non-Resident Shareholders must file their tax return in India inter-alia considering gains arising on this buyback of shares in consultation with their tax advisors.

The Non-Resident Shareholders undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to the Non-resident Shareholders on buyback of shares by the Company. The Non-Resident Shareholders also undertake to provide the Company, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

E. RATE OF SURCHARGE AND CESS (considering relevant amendments under the Finance (No.2) Act, 2019

In addition to the basic tax rate, Surcharge, Health and Education Cess are leviable as under:

- In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds INR 10 crore and @ 7% where the total income exceeds INR 1 crore but less than INR 10 crore.
- In case of companies other than domestic companies: Surcharge @ 5% is leviable where the total income exceeds INR 10 crore and @ 2% where the total income exceeds INR 1 crore but less than INR 10 crore.
- In case of individuals, HUF, AOP, BOI: Surcharge @37% is leviable where the total income exceeds INR 5 crore, 25% when the total income exceeds INR 2 crore but is less than INR 5 crore, 15 % when the total income exceeds INR 2 crore but is less than 1 crore and @10% where the total income exceeds INR 50 lac but less than INR 1 crore.
- In case of Firm, Local Authority: Surcharge @12% is leviable where the total income exceeds INR 1 crore.
- *Health and Education Cess @ 4% is leviable in all cases*

Relevant Amendments under the Finance (No. 2) Bill, 2019

- a. Section 115QA of the Act provides for the levy of additional Income-tax at the rate of twenty per cent (excluding surcharge, as applicable) of the distributed income on account of buyback of unlisted shares by the company. In order to curb such tax avoidance practice adopted by the listed companies, the existing anti abuse provision under Section 115QA of the Act, pertaining to buyback of shares from shareholders by companies not listed on a recognised stock exchange, is extended to all companies including companies listed on recognised stock exchange. Thus, any buyback of shares from a shareholder by a company listed on a recognised stock exchange, on or after 5th July 2019, shall also be covered by the provision of section 115QA of the Act.
- b. As additional income-tax at the rate of twenty per cent (excluding surcharge, as applicable) of the distributed income on account of buyback of unlisted shares by the company has been levied at the level of company under Section 115QA of the Act, the consequential income arising in the hands of shareholders has been exempted from tax under sub-clause (34A) of section 10 of the Act. With the amendment in the Act, extending the provisions of Section 115QA of the Act to companies listed on recognised stock exchange, exemption under sub-clause (34A) of section 10 of the Act is extended to shareholders of the listed company on account of buyback of shares on which additional income-tax has been paid by the company.
- c. In case of a domestic company, the rate of income-tax shall be twenty five per cent (excluding surcharge, as applicable) of the total income, if its total turnover or gross receipts in the previous year 2017-18 does not exceed four hundred crore rupees.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein.

DECLARATION

The Board has made full enquiry into the affairs and prospects of the Company and confirm that:

- (i) that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks;
- (ii) that immediately following the date of the Board Approval, being June 4, 2019 and the date of the Letter of Offer, there will be no grounds on which the Company could be found to be unable to pay its debts;
- (iii) as regards its prospects for the year immediately following the date of the Board Approval, being June 4, 2019 and the date of the Letter of Offer, having regard to the its intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in their view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of Board Approval, being June 4, 2019 and the date of the Letter of Offer; and
- (iv) that in forming the opinions as set out in paragraphs (ii) and (iii) for the above purposes, the Board shall take into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or the Insolvency and Bankruptcy Code 2016 (including prospective and contingent liabilities).

The declaration has been made and issued under the authority of the Board in terms of the resolution passed at its meeting dated June 4, 2019.

For and on behalf of the Board

Gautam S. Adani

Chairman and Managing Director

Karan Adani

Chief Executive Officer and Whole Time Director

AUDITORS CERTIFICATE

Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment:

The text of the report dated June 4, 2019 received from Deloitte Haskins and Sells LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of the Company is reproduced below:

Quote

REF: GJS/APSEZ/2019-20/01

To,
Board of Directors,
Adani Ports and Special Economic Zone Limited
Adani House,
Nr. Mithakhali Six Roads,
Navrangpura,
Ahmedabad – 380 009

Dear Sir/ Madam,

Re: Statutory Auditor's Report in respect of proposed buyback of equity shares by Adani Ports and Special Economic Zone Limited (the "Company") in terms of Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the Buyback Regulations")

1. This Report is issued in accordance with the terms of our engagement letter dated June 1, 2019.
2. The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company at its Meeting held on June 4, 2019, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended (the "Act") and the Buyback Regulations.
3. We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment as at March 31, 2019" ('Annexure A') (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management, which we have initialled for the purposes of identification only.

Management's Responsibility.

4. The preparation of the Statement in compliance with Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations and compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

In the absence of any definition of or guideline for "Insolvent" in the Buyback Regulations, the Company has considered a situation for not being able to continue as going concern (as mentioned in Standard on Auditing 570 (Revised) issued by the Institute of Chartered Accountants of India) for a period of one year from June 4, 2019 as "Insolvent".

Auditor's Responsibility:

5. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance that:
 - i. we have inquired into the state of affairs of the Company in relation to the annual audited standalone and consolidated financial statements as at March 31, 2019;
 - ii. the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the annual audited standalone and consolidated financial statements as at March 31, 2019 in accordance with Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations; and

- iii. the Board of Directors of the Company, in their Meeting held on June 4, 2019 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date with regard to the proposed buyback are declared.
6. The annual standalone and consolidated financial statements referred to in paragraph 5 above, have been audited by us, on which we have issued an unmodified audit opinion in our report dated May 27, 2019. We conducted our audit of the annual standalone and consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (the "Guidance Note") and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Buyback.

Opinion

9. Based on inquiries conducted and our examination as above, we report that:
 - i. We have inquired into the state of affairs of the Company in relation to its annual audited standalone and consolidated financial statements as at and for the year ended March 31, 2019, which have been approved by the Board of Directors of the Company on May 27, 2019.
 - ii. The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations.
 - iii. The Board of Directors of the Company, at their meeting held on June 4, 2019 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent (as defined in management responsibility above) within a period of one year from the date of passing the Board Resolution dated June 4, 2019.

Restriction on use

10. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company as mentioned in paragraph 2 above, (ii) to enable the Board of Directors of the Company to include in the public announcement and other documents pertaining to buyback to be filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) can be shared with the Merchant Bankers in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Gaurav J Shah
Partner
(Membership No. 35701)
(UDIN: 19035701AAAABQ8238)

Place: Ahmedabad
Date: 4th June, 2019

Annexure A - Statement of Permissible Capital Payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68(2)(b) of the Companies Act, 2013 (“the Act”) and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, based on annual audited standalone and consolidated financial statements as at and for the year ended March 31, 2019.

(Rs. in crores)

Particulars		Standalone	Consolidated
Paid up Equity Share Capital As on March 31, 2019 (2,07,09,51,761 fully paid up Equity Shares of Rs. 2 each)	(A)	414.19	414.19
Free Reserves as on March 31, 2019			
Securities Premium		2,535.70	2,551.72
General Reserve		2,575.87	2,575.87
Retained Earnings		14,193.80	17,689.58
Total Free Reserves	(B)	19,305.37	22,817.17
Total	C= (A+B)	19,719.56	23,231.36
Maximum amount permissible towards buy-back of equity shares in accordance with Section 68(2)(b) of the Companies Act, 2013 i.e. 10 % of Paid up equity capital and free reserves	C*10%	1,971.96	2,323.14
Maximum amount permissible for buy-back under the proviso to Regulation 5(i)(b) of the Buyback Regulations, i.e. 10% of the total paid up capital and free reserves	C * 10%	1,971.96	2,323.14

Note: The amount of paid up equity share capital and free reserves as at March 31, 2019 have been extracted from the annual audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2019.

For Adani Ports and Special Economic Zone Limited

(Azad Somani)
Vice President (Finance & Accounts)

Date – June 04, 2019

Unquote

DOCUMENTS FOR INSPECTION

The copies of the following documents for inspection referred to hereunder, may be inspected at the Registered Office between 10:00 a.m. and 5:00 p.m. on all Working Days until the Buy-back Closing Date.

1. Certificate of incorporation dated 26 May 1998.
2. Certified copies of the updated memorandum of association and Articles of the Company, as amended.
3. Annual reports of the Company for the past three Financial Years, being Financial Years 2018, 2017 and 2016 and Audited Financial Statements for the Financial Year 2019.
4. Resolution of the Board dated June 4, 2019.
5. Report by Deloitte Haskins and Sells LLP, Chartered Accountants, the Statutory Auditors of the Company dated June 4, 2019.
6. Public Announcement dated June 6, 2019 published on June 7, 2019.
7. Declaration of solvency and affidavit dated June 13, 2019.
8. SEBI observation letter no. SEBI/HO/CFD/DCR-1/OW/P/2019/21653/1 dated August 23, 2019.
9. Escrow Agreement dated August 26, 2019 entered into between the Company, JM Financial Limited and HDFC Bank Limited.

GENERAL INFORMATION

Details of the Compliance Officer

The details of the Company Secretary and Compliance Officer are provided below:

Kamlesh Bhagia

Adani Ports and Special Economic Zone Limited
Adani House
Near Mithakali Six Roads
Navrangpura
Ahmedabad 380 009
Tel.: +91 91 79 2656 5555
Fax: +91 79 2555 5600
E-mail: kamlesh.bhagia@adani.com

Eligible Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours, being 10:00 a.m. to 5:00 p.m. on all Working Days.

Details of the remedies available to the Shareholders

In the event the Company makes any default in compliance with the provisions of the Companies Act, 2013 or rules made thereunder as may be applicable to the Buy-back, the Company or any officer of the Company who is in default shall be liable in terms of the Companies Act.

Details of the Investor Service Center

In case of any query, the Eligible Shareholders may contact the Registrar during working hours, being 10:00 a.m. to 5:00 p.m. all working days, except Saturday, Sunday and public holidays at the following address:

Link Intime India Private Limited

C-101, 247 Park
L.B.S. Marg
Vikhroli (West), Mumbai
Maharashtra 400 083
Tel: +91 22 4918 6300
Fax: +91 22 4918 6195
Contact Person: Sumeet Deshpande
Email: adaniports.buyback@linkintime.co.in

Details of the Registrar of Companies

Our Company is registered with the Registrar of Companies, Gujarat, situated at Registrar of Companies, ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad 380013.

Manager to the Buy-back

The details of the Manager to the Buy-back are provided below:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai
Maharashtra 400 025
Tel: +91 22 6630 3030
Fax: +91 +91 22 6630 3330
Contact Person: Ms. Prachee Dhuri
E-mail: adaniports.buyback@jmfl.com
SEBI Registration Number: INM000010361

DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THIS LETTER OF OFFER

In terms of Regulation 24(i)(a) of the Buy-back Regulations, the Board accepts full and final responsibility for the information contained in this Letter of Offer. This Letter of Offer is issued under the authority of the Board in terms of the resolution passed by the Finance Committee in its meeting dated August 26, 2019.

For and on behalf of the Board

Sd/-

Sd/-

Sd/-

Gautam S. Adani

Karan Adani

Kamlesh Bhagia

Chairman and Managing Director

Chief Executive Officer and
Whole-time Director

Company Secretary and
Compliance Officer

Date: August 26, 2019

Place: Ahmedabad

TENDER FORM (FOR SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM)

Bid Number: _____

Date: _____

BUY-BACK OPENS ON	:	Friday, September 6, 2019
BUY-BACK CLOSES ON	:	Friday, September 20, 2019
For Registrar/ Collection Centre Use		
Inward No.		
Date		
Stamp		
Status: Please tick appropriate box		
Individual	<input type="checkbox"/>	Mutual Fund
Body corporate	<input type="checkbox"/>	NRI/OCB
Insurance Company	<input type="checkbox"/>	Other QIBs
Foreign Company	<input type="checkbox"/>	VCF
FII	<input type="checkbox"/>	Bank/Financial Institution
FVCI	<input type="checkbox"/>	Pension / PF
Partnership / LLP	<input type="checkbox"/>	Others (specify)
India Tax Residency Status: Please tick appropriate box		
Resident in India	<input type="checkbox"/>	Non- Resident in India
	<input type="checkbox"/>	Resident of
		(Shareholder to fill country of residence)

To,
The Board of Directors
Adani Ports and Special Economic Zone Limited
C/o. Link Intime India Private Limited
C-101, 247 Park, L.B.S Marg, Vikroli (West), Mumbai, Maharashtra 400 083
Tel: +91 22 4918 6300; Fax: +91 22 4918 6195

Dear Sir / Madam,

Sub: Letter of Offer dated August 26, 2019 in relation to the buy-back of up to 3,92,00,000 Equity Shares of Adani Ports and Special Economic Zone Limited (the "Company") at a price of ₹ 500 per Equity Share (the "Buy-back Price") payable in cash (the "Buy-back")

1. I/We, (having read and understood the Letter of Offer dated August 26, 2019) hereby tender/ offer my/ our Equity Shares in response to the Buy-back in accordance with the terms and conditions set out below and in the Letter of Offer.
2. I/ We authorize the Company to Buy-back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Share certificates.
3. I/ We hereby affirm that the Equity Shares comprised in this tender/ offer are offered for the Buy-back by me / us free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buy-back and that I / we am / are legally entitled to tender the Equity Shares for the Buy-back.
5. I / We agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
6. I / We agree to receive, at my own risk, the invalid / unaccepted Equity Shares under the Buy-back in the demat a/c from where I / we have tendered the Equity Shares in the Buy-back.
7. I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by us.
8. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Companies Act, 1956, the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and the extant applicable foreign exchange regulations.
9. I/ We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
10. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on the Buy-back of Equity Shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on the Buy-back of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
11. **This clause is applicable for Non-Resident Shareholders only** - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buy-back, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India / We undertake to return to the Company any consideration in respect of the Buy-back that may be wrongfully received by me / us.
12. Details of Equity Shares held and tendered / offered in the Buy-back:

	In Figures	In Words
Number of Equity Shares held as on the Record Date (i.e. June 21, 2019)		
Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares offered for Buy-back		

Note: An Eligible Person may tender Equity Shares over and above his/her Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buy-back Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder shall be accepted in accordance with the Letter of Offer. Equity Shares tendered by any Shareholders over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

----- Tear along this line -----

Acknowledgement Slip for Adani Ports and Special Economic Zone Limited- Buy-back
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No./ DP ID: _____ Client ID _____

Received from Mr./Ms./ Mrs./M/s. _____

Number of Equity Shares offered for Buy-back: _____

In Figures: _____

In Words: _____

Please quote Client ID and DP ID. For all future correspondence

Stamp of Broker

13. Details of account with Depository Participant:

Name of the Depository (tick as applicable)	NSDL	CDSL
Name of the Depository Participant		
DP ID		
Client ID with Depository Participant		

14. Equity Shareholders Details:

	First/Sole Shareholder	Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Full Name(s) of the Shareholder				
Signature(s)*				
PAN No.				
Address of the First/ Sole Shareholder				
Telephone No. / Email ID				

* Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application from submitted.

INSTRUCTIONS

1. The Buy-back will open on Friday, September 6, 2019 and close on Friday, September 20, 2019.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. **Eligible Shareholders who desire to tender their Equity Shares under the Buyback can do so in dematerialized form through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback. The Tender Form is required to be submitted to the Stock Broker only and not to the Registrar or to the Company. For Further details, please follow the procedure as mentioned in the Letter of Offer.**
4. **The Equity Shares tendered in the Offer shall be rejected if (i) the Eligible Shareholder is not a shareholder of the Company as on the Record date, (ii) if there is a name mismatch in the demat account of the Eligible Shareholder, (iii) if the Eligible Shareholder has made a duplicate bid on both the recognized stock exchanges, (iv) in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation, (v) a non-receipt of valid bid in the exchange bidding system.**
5. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buy-back would have to do so through their respective stock broker by indicating the details of Equity Shares that they intend to tender under the Buy-back. For details, please see the procedure as specified in paragraph 2 of the section entitled "Procedure for Tender Offer and Settlement" of the Letter of Offer.
6. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buy-back being on a proportionate basis in terms of the Ratio of Buy-back.
7. Eligible Shareholders to whom the Buy-back is made are free to tender Equity Shares to the extent of their Buy-back Entitlement in whole or in part or in excess of their entitlement.
8. For the procedure to be followed by Eligible Shareholders for tendering in the Buy-back, please see section entitled "Procedure for Tender Offer and Settlement" of the Letter of Offer.
9. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
10. Non-Resident Equity Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
11. By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
12. In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buy-back by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buy-back
13. **The Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.**

All capitalized terms shall have the meanings ascribed to it in the Letter of Offer.

----- Tear along this line -----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre, ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED - BUYBACK OFFER 2019

Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India.

Tel: +91 22 4918 6300 | Fax: +91 22 4918 6195

Email: adaniports.buyback@linkintime.co.in | Website: www.linkintime.co.in

Contact Person: Mr. Sumeet Deshpande

SEBI Registration Number: INR000004058

CIN: U67190MH1999PTC118368