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Ref No: APSEZL/SECT/2019-20/67

July 16, 2019

BSE Limited
Floor 25, P J Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 532921

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Scrip Code: ADANI PORTS

Sub: Intimation under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – Outcome of Finance Committee Meeting

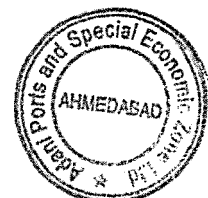
Dear Sir,

This is in furtherance to our letter dated July 16, 2019. We are pleased to inform that the Finance Committee of Adani Ports and Special Economic Zone Limited ("**Company**") has approved the issuance of fixed rate senior unsecured notes ("**Notes**") aggregating to US\$ 650,000,000 and has approved the pricing, tenure and other terms of the Notes. The Company intends to use the proceeds of the issue of Notes, together with cash on hand of the Company, to fund the Tender Offer (defined below) and to redeem for cash any and all of its Senior Notes due 2020 (defined below), and if the Tender Offer and the redemption are not completed for any reason, the net proceeds of the issue of Notes will be used by the Company to refinance the existing indebtedness of the Company as borrowed under the ECB Guidelines and/or other existing indebtedness of the Company with RBI approval (if required).

Separately, the Company is also proposing a tender offer ("**Tender Offer**") to redeem any and all of its outstanding US\$650,000,000 3.50% senior notes due 2020 ("**Senior Notes due 2020**") in accordance with the terms and conditions of the tender offer memorandum to be issued to the noteholders of the Senior Notes due 2020 ("**Tender Offer Memorandum**") and the dealer manager agreement (the "**Dealer Manager Agreement**") entered into between the Company and the joint dealer managers and any other documents that may be required to be executed in relation to the Tender Offer.

Adani Ports and Special Economic Zone Ltd
Adani House
Nr Mithakhali Circle, Navrangpura
Ahmedabad 380 009
Gujarat, India
CIN: L63090GJ1998PLC034182

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info@adani.com
www.adaniports.com



Registered Office: Adani House, Nr Mithakhali Circle, Navrangpura, Ahmedabad 380 009, Gujarat, India



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The Company has received Baa3 (Stable) by Moody's Investors Service, BBB- (Stable) by Standard and Poor's and BBB- (Stable) by Fitch Ratings for the Notes.

The required details in relation to the above mentioned issuance are as follows:

i.	Size of the issue	US\$ 650,000,000 pursuant to Regulation S and Rule 144A of the U.S. Securities Act
ii.	Whether proposed to be listed? If yes, name of the Stock Exchanges	The Notes are expected to be listed on the Singapore Exchange Securities Trading Limited ("SGX-ST")
iii.	Tenure of the instrument - date of allotment and date of maturity	Settlement date – July 24, 2019 Maturity date – July 24, 2024
iv.	Coupon / interest offered, schedule of payment of coupon interest and principal	Interest on the Notes is payable at 3.375% per annum, payable semi-annually on January 24 and July 24 of each year, commencing from January 24, 2020.
v.	Charge/security, if any, created over the assets	Unsecured
vi.	Special rights / interest / privileges attached to the instrument and changes thereof	Not applicable
vii.	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	Default in payment of principal or premium (if any) or interest on any of the Notes when due is an Event of Default under the Notes, unless (a) such failure to pay is caused by administrative or technical error; and (b) payment is made within seven days of its due date in the case of principal and within fourteen days of its due date in the case of interest.
viii.	Details of any letter or comments regarding payment / non-payment of interest, principal on due dates, or any other matter concerning the security and / or the assets along with its comments thereon, if any	Not applicable
ix.	Details of redemption of preference shares indicating the manner of	Not applicable

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	redemption (whether out of profits or out of fresh issue) and debentures	
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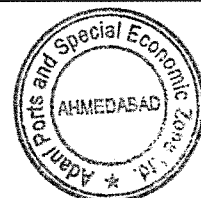
Additionally, we are pleased to inform that the Finance Committee of the Company in relation to the issuance of the Notes and the Tender Offer has approved the drafts of (i) the subscription agreement (the "**Subscription Agreement**") between the Company, as issuer, and Barclays Bank PLC, Citigroup Global Markets Limited, Deutsche Bank AG, Singapore Branch, J. P. Morgan Securities PLC, Merrill Lynch (Singapore) Pte. Ltd., Mizuho Securities Asia Limited, MUFG Securities Asia Limited and Standard Chartered Bank, as managers (the "**Managers**"), placed before the Committee (a copy of which was duly initialed by the Chairman for the purpose of identification); (ii) the Dealer Manager Agreement between the Company, as issuer and Barclays Bank PLC, Citigroup Global Markets Limited, Deutsche Bank AG, Singapore Branch, J. P. Morgan Securities PLC and Standard Chartered Bank as joint dealer managers (the "**Dealer Managers**"), placed before the Committee (a copy of which was duly initialed by the Chairman for the purpose of identification); (iii) the trust deed (the "**Trust Deed**") between the Company, as issuer, and The Bank of New York Mellon, as trustee; and (iv) the agency agreement (the "**Agency Agreement**") between the Company, as issuer, and The Bank of New York Mellon as trustee and the other agents named therein. The major terms of these agreements are as per the details hereunder:

Subscription Agreement:

Particulars	Terms
Name(s) of parties with whom the agreement is entered	The Company and the Managers
Purpose of entering into the agreement	Agreement by the Company to issue the Notes and by the Managers to procure subscribers for the principal amount of the Notes.
Size of the agreement	Principal amount of the Notes, as adjusted for underwriting discount, commissions and fees.
Shareholding, if any, in the entity with whom the agreement is executed	None
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share	The Company has provided certain representations, warranties and indemnity to the Managers and agreed

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Particulars	Terms
subscription in case of issuance of shares, right to restrict any change in capital structure etc.	to certain undertakings under the Agreement.
Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	No
In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable
In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan	Not applicable
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Not applicable

Dealer Manager Agreement:

Particulars	Terms
Name(s) of parties with whom the agreement is entered	The Company and the Dealer Managers
Purpose of entering into the agreement	Agreement by the Dealer Managers to identify and contact holders of the Senior Notes due 2020 and solicit offers to sell those notes from such noteholders and the Company to purchase such Senior Notes due 2020.
Size of the agreement	As separately agreed between the Company and the Dealer Managers.

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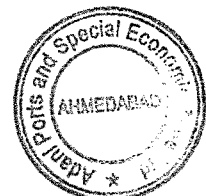
Particulars	Terms
Shareholding, if any, in the entity with whom the agreement is executed	None
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	The Company has provided certain representations, warranties and indemnity to the Dealer Managers and agreed to certain undertakings under the Agreement.
Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	No
In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable
In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan	Not applicable
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Not applicable

Trust Deed:

Particulars	Terms
Name(s) of parties with whom the agreement is entered	The Company and The Bank of New York Mellon
Purpose of entering into the agreement	For the appointment of the Trustee for the holders of the Notes and to set out the terms and conditions of the Notes

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Particulars	Terms
Size of the agreement	As separately agreed between the Company and The Bank of New York Mellon. If an event of default or a potential event of default shall have occurred, The Bank of New York Mellon shall be entitled to be paid additional remuneration calculated at its normal hourly rates.
Shareholding, if any, in the entity with whom the agreement is executed	None
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	The Company is required to comply with certain covenants such as notification of events of default under the Notes, submission of financial statements and submission of compliance certificates to the Trustee. The Company has also agreed to provide an indemnity to the Trustee.
Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	No
In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable
In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan	Not applicable
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest	The Company has waived any potential conflict of interest with the Trustee and its affiliates arising out of the Trust Deed.

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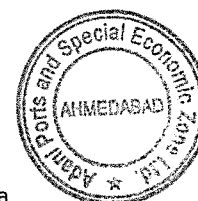
Particulars	Terms
arising out of such agreements, etc	

Agency Agreement:

Particulars	Terms
Name(s) of parties with whom the agreement is entered	The Company and The Bank of New York Mellon (as Trustee) and The Bank of New York Mellon (as principal paying agent, registrar and transfer agent)
Purpose of entering into the agreement	To appoint agents to provide for payment and other services in connection with the Notes
Size of the agreement	As separately agreed between the Company and the agents
Shareholding, if any, in the entity with whom the agreement is executed	None
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	The Company has agreed to provide an indemnity to the agents.
Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	No
In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable
In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan	Not applicable

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Particulars	Terms
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Not applicable

Further, the Finance Committee has also approved the Global Certificates as set forth in the Trust Deed representing the Notes on issue thereof.

Further, the Finance Committee has authorized the Authorised Persons of the Company to make application to SGX-ST for the listing of the Notes and to make, in the name and on behalf of the Company, appropriate letter of representations and riders required by the Depository Trust Company, New York.

Separately, we are pleased to inform you that pursuant to the powers delegated to the Finance Committee by the Board of Directors of the Company by its resolution dated July 12, 2019, the Finance Committee has reviewed and approved the offering circular in relation to the issuance of Notes by the Company.

The meeting commenced at 8:45 p.m. and concluded at 9:30 p.m.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For Adani Ports and Special Economic Zone Limited

Kamlesh Bhagia
Company Secretary



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Note:

This information is not an offer of securities for sale in the United States. The Notes have not been and will not be registered under the U.S. Securities Act of 1933 (the "Securities Act") or any state securities laws of the United States or elsewhere and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws of the United States. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and its management, as well as financial statements. There is no intention to register any portion of any offering in the United States or to conduct a public offering of securities in the United States or in any other jurisdiction. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating organization. Similar ratings on different types of securities do not necessarily mean the same thing. The significance of each rating should be analysed independently from any other rating.



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