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Ref No: APSEZL/SECT/2023-24/62

September 27, 2023

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: ADANIPOINTS

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended – Outcome of Finance Committee Meeting held on September 27, 2023

Dear Sir/Madam,

Further to our intimations dated April 22, 2023 and April 24, 2023, and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we wish to inform you that the Finance Committee of Adani Ports and Special Economic Zone Limited in its meeting held on September 27, 2023, has approved tranche II of the tender offer to purchase for cash up to US\$195,000,000 in aggregate principal amount of the outstanding 3.375% senior notes due 2024 (“Notes”) which represents 30% of the principal amount of the Notes (“Tender Offer”).

Further, the Committee approved the (i) tender offer memorandum to be issued to the noteholders of the Notes (“Tender Offer Memorandum”), (ii) the dealer manager agreement (“Dealer Manager Agreement”) to be entered into between the Company and the dealer managers, (iii) 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 Corporate House, Shantigram,
Nr. Vaishno Devi Circle, S. G. Highway,
Khodiyar, Ahmedabad - 382421
Gujarat, India
CIN: L63090GJ1998PLC034182

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The major terms of the Dealer Manager Agreement are provided below:

Particulars	Terms
Name 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 Notes and solicit offers to sell from such noteholders and the Company to purchase such Notes.
Size of the agreement	Agreement is in relation to the tender offer to purchase for cash up to US\$195,000,000 in aggregate principal amount of the Notes.
Shareholding, if any, in the entity with whom the agreement is executed	The Company does not have shareholding in any of the Dealer Manager entities.
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	None of the Dealer Managers are related to the promoter/promoter group/group companies of the Company in any manner.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	No, the Tender Offer will not be a related party transaction.
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	Not applicable



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security provided to the lenders for such loan	
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

Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meanings as set out in the Tender Offer Memorandum.

The Finance Committee meeting commenced at 4.00 a.m. and concluded at 4.30 a.m.

Thanking you,

Yours faithfully,

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

Kamlesh Bhagia
Company Secretary

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NOTE

The Tender Offer Memorandum has not been, nor will it be, registered, produced or published as an offer document (whether as a prospectus in respect of a public tender offer or private placement offer cum application letter or other offering material in respect of any private placement under the Companies Act, 2013 or rules framed thereunder, each as amended, or any other applicable Indian laws) with any Registrar of Companies, the Securities and Exchange Board of India, or the Reserve Bank of India or any other statutory or regulatory body of like nature in India, save and except any information from part of the Tender Offer Memorandum which is mandatorily required to be disclosed or filed in India under any applicable Indian laws including, but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended, and under the listing agreement with any Indian stock exchange pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, or pursuant to the sanction of any regulatory and adjudicatory body in India. The tender of the Notes will not and have not been offered in India by means of any document and does not constitute an advertisement, invitation, offer or solicitation of an offer to buy back any Notes in violation of applicable Indian laws.

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