



Ports and
Logistics

Ref No: APSEZL/SECT/2024-25/32

June 14, 2024

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: ADANIPTS

Sub: Change in Trustee and Paying Agents for the US denominated Unsecured Senior Notes issued by the Company from time to time.

Dear Sir/ Madam,

In reference to captioned matter, we would like to inform that the Company entered into a resignation and appointment deed on June 13, 2024 with: (i) The Bank of New York Mellon as resigning trustee (the "Resigning Trustee"); (ii) The Bank of New York Mellon as resigning DTC paying agent, DTC registrar and DTC transfer agent, The Bank of New York Mellon, London Branch as resigning principal paying agent and The Bank of New York Mellon SA/NV, Luxembourg Branch as resigning Non-DTC registrar and Non-DTC transfer agent (the "Resigning Agents"); (iii) Citicorp International Limited as successor trustee (the "Successor Trustee"); and (iv) Citibank, N.A., London Branch as successor DTC paying agent, DTC registrar and DTC transfer agent, principal paying agent, Non-DTC registrar and Non-DTC transfer agent (the "Successor Agents"), in relation to the retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and the Successor Agents (the "Deed") for the following outstanding US denominated Unsecured Senior Notes issued by the Company from time to time:

| | |
|--|---|
| U.S.\$500,000,000 4.0 per cent Senior Notes due 2027 | 144A – ISIN: US00652MAD48 Reg S – ISIN: XS1636266832 |
| U.S.\$750,000,000 4.2 per cent Senior Notes due 2027 | 144A – ISIN: US00652MAG78 Reg S – ISIN: USY00130VS35 |
| U.S.\$750,000,000 4.375 per cent Senior Notes due 2029 | 144A – ISIN: US00652MAE21 Reg S – ISIN: USY00130RP42 |
| U.S.\$500,000,000 3.10 per cent Senior Notes due 2031 | 144A – ISIN: US00652MAH51 Reg S – ISIN: USY00130XS17 |
| U.S.\$300,000,000 3.828 per cent Senior Notes due 2032 | 144A – ISIN: US00652MAK80 Reg S – ISIN: USY00130YV37 |
| U.S.\$450,000,000 5.00 per cent Senior Notes due 2041 | 144A – ISIN: US00652MAJ18 Reg S – ISIN: USY00130YU53 |

Adani Ports and Special Economic Zone Ltd
Adani Corporate House, Shantigram,
Nr. Vaishno Devi Circle, S. G. Highway,
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Ports and
Logistics

The announcement in relation to each series of outstanding US denominated Unsecured Senior Notes being issued by the Company is attached herewith.

We request to kindly take the same on record.

Thanking you,

Yours faithfully,

For Adani Ports and Special Economic Zone Limited

Kamlesh Bhagia
Company Secretary

CC:

India International Exchange (IFSC) Limited
(India INX)

Gujarat International Finance Tec-City,
Gandhinagar, Gujarat

Singapore Exchange Limited
SGX Centre Office

2 Shenton Way, #02-02, SGX
Centre 1, Singapore 068804

Adani Ports and Special Economic Zone Ltd
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Registered Office: Adani Corporate House, Shantigram, Nr. Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad - 382421, Gujarat, India

ANNOUNCEMENT

ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

IN RESPECT OF

U.S.\$500,000,000 4.0 per cent. Senior Notes due 2027 (the “Notes”)

(144A – ISIN: US00652MAD48 / Common Code: 163501643 / CUSIP: 00652MAD4)

(Reg S – ISIN: XS1636266832 / Common Code: 163626683)

Adani Ports and Special Economic Zone Limited (the “**Issuer**”) wishes to announce that the Issuer has on June 13, 2024 entered into a resignation and appointment deed with: (i) The Bank of New York Mellon as resigning trustee (the “**Resigning Trustee**”); (ii) The Bank of New York Mellon as resigning DTC paying agent, DTC registrar and DTC transfer agent, The Bank of New York Mellon, London Branch as resigning principal paying agent and The Bank of New York Mellon SA/NV, Luxembourg Branch as resigning Non-DTC registrar and Non-DTC transfer agent (the “**Resigning Agents**”); (iii) Citicorp International Limited as successor trustee (the “**Successor Trustee**”); and (iv) Citibank, N.A., London Branch as successor DTC paying agent, DTC registrar and DTC transfer agent, principal paying agent, Non-DTC registrar and Non-DTC transfer agent (the “**Successor Agents**”), in relation to the retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and the Successor Agents (the “**Deed**”).

Pursuant to the Deed, on June 24, 2024 (or as otherwise agreed by the parties thereto) (the “**Effective Date**”), the Issuer shall enter into (i) an amended and restated trust deed with the Successor Trustee (the “**Amended and Restated Trust Deed**”), amending and restating the trust deed dated 30 June 2017 in relation to the Notes (the “**Existing Trust Deed**”); and (ii) an amended and restated agency agreement with, *inter alia*, the Successor Trustee and the Successor Agents (the “**Amended and Restated Agency Agreement**”), amending and restating the agency agreement dated 30 June 2017 in relation to the Notes (the “**Existing Agency Agreement**”).

The Deed, the Amended and Restated Trust Deed, the Amended and Restated Agency Agreement and a revised procedure memorandum in relation to the Programme are together referred to as the “**Replacement Documents**”.

In accordance with clause 13.1 of the Existing Trust Deed, clause 19 of the Existing Agency Agreement and a letter dated 13 November 2023, the Resigning Trustee and Resigning Agents gave notice of their retirement and resignation to the Issuer in respect of the Notes. Accordingly, the Retiring Trustee and Resigning Agents have appointed the Successor Trustee and Successor Agents as successor trustee and successor agents, in each case in accordance with the Existing Trust Deed and Existing Agency Agreement. By receiving this notice, the Noteholders are deemed to accept and agree to a shorter notice period and that clause 19.9 of the Existing Agency Agreement has been complied with.

Pursuant to the Replacement Documents, the Resigning Trustee and the Resigning Agents will retire as trustee and agents of the Notes, and the Successor Trustee and the Successor Agents will be appointed as trustee and agents of the Notes with effect from the Effective Date. The retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and Successor Agents do not affect the validity of the existing Notes issued by the Issuer (which shall remain in full force and effect) and the rights, interests, liabilities and obligations of the Issuer and the holders of the existing Notes.

The Replacement Documents will be available for inspection at all reasonable times during business hours upon reasonable prior request at the office of the Successor Trustee at 40/F Champion Tower, Three Garden Road, Central, Hong Kong for so long as the Notes is in existence.

Adani Ports and Special Economic Zone Limited

June 14, 2024

ANNOUNCEMENT

ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

IN RESPECT OF

U.S.\$750,000,000 4.2 per cent. Senior Notes due 2027 (the “Notes”)

(144A – ISIN: US00652MAG78 / Common Code: 221283554 / CUSIP: 00652MAG7)

(Reg S – ISIN: USY00130VS35 / Common Code: 221283589 / CUSIP: Y00130VS3)

Adani Ports and Special Economic Zone Limited (the “**Issuer**”) wishes to announce that the Issuer has on June 13, 2024 entered into a resignation and appointment deed with: (i) The Bank of New York Mellon as resigning trustee (the “**Resigning Trustee**”); (ii) The Bank of New York Mellon as resigning principal paying agent, registrar and transfer agent (the “**Resigning Agents**”); (iii) Citicorp International Limited as successor trustee (the “**Successor Trustee**”); and (iv) Citibank, N.A., London Branch as successor principal paying agent, registrar and transfer agent (the “**Successor Agents**”), in relation to the retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and the Successor Agents (the “**Deed**”).

Pursuant to the Deed, on June 24, 2024 (or as otherwise agreed by the parties thereto) (the “**Effective Date**”), the Issuer shall enter into (i) an amended and restated trust deed with the Successor Trustee (the “**Amended and Restated Trust Deed**”), amending and restating the trust deed dated 4 August 2020 in relation to the Notes (the “**Existing Trust Deed**”); and (ii) an amended and restated agency agreement with, *inter alia*, the Successor Trustee and the Successor Agents (the “**Amended and Restated Agency Agreement**”), amending and restating the agency agreement dated 4 August 2020 in relation to the Notes (the “**Existing Agency Agreement**”).

The Deed, the Amended and Restated Trust Deed, the Amended and Restated Agency Agreement and a revised procedure memorandum in relation to the Programme are together referred to as the “**Replacement Documents**”.

In accordance with clause 13.1 of the Existing Trust Deed, clause 19 of the Existing Agency Agreement and a letter dated 13 November 2023, the Resigning Trustee and Resigning Agents gave notice of their retirement and resignation to the Issuer in respect of the Notes. Accordingly, the Retiring Trustee and Resigning Agents have appointed the Successor Trustee and Successor Agents as successor trustee and successor agents, in each case in accordance with the Existing Trust Deed and Existing Agency Agreement. By receiving this notice, the Noteholders are deemed to accept and agree to a shorter notice period and that clause 19.9 of the Existing Agency Agreement has been complied with.

Pursuant to the Replacement Documents, the Resigning Trustee and the Resigning Agents will retire as trustee and agents of the Notes, and the Successor Trustee and the Successor Agents will be appointed as trustee and agents of the Notes with effect from the Effective Date. The retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and Successor Agents do not affect the validity of the existing Notes issued by the Issuer (which shall remain in full force and effect) and the rights, interests, liabilities and obligations of the Issuer and the holders of the existing Notes.

The Replacement Documents will be available for inspection at all reasonable times during business hours upon reasonable prior request at the office of the Successor Trustee at 40/F

Champion Tower, Three Garden Road, Central, Hong Kong for so long as the Notes is in existence.

Adani Ports and Special Economic Zone Limited

June 14, 2024

ANNOUNCEMENT
ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED
IN RESPECT OF

U.S.\$750,000,000 4.375 per cent. Senior Notes due 2029 (the “Notes”)

144A – ISIN: US00652MAE21 / Common Code: 202237622 / CUSIP: 00652MAE2)

(Reg S – ISIN: USY00130RP42/ Common Code: 202234348 / CUSIP: Y00130RP4)

Adani Ports and Special Economic Zone Limited (the “**Issuer**”) wishes to announce that the Issuer has on June 13, 2024 entered into a resignation and appointment deed with: (i) The Bank of New York Mellon as resigning trustee (the “**Resigning Trustee**”); (ii) The Bank of New York Mellon as resigning principal paying agent, registrar and transfer agent (the “**Resigning Agents**”); (iii) Citicorp International Limited as successor trustee (the “**Successor Trustee**”); and (iv) Citibank, N.A., London Branch as successor principal paying agent, registrar and transfer agent (the “**Successor Agents**”), in relation to the retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and the Successor Agents (the “**Deed**”).

Pursuant to the Deed, on June 24, 2024 (or as otherwise agreed by the parties thereto) (the “**Effective Date**”), the Issuer shall enter into (i) an amended and restated trust deed with the Successor Trustee (the “**Amended and Restated Trust Deed**”), amending and restating the trust deed dated 3 July 2019 in relation to the Notes (the “**Existing Trust Deed**”); and (ii) an amended and restated agency agreement with, *inter alia*, the Successor Trustee and the Successor Agents (the “**Amended and Restated Agency Agreement**”), amending and restating the agency agreement dated 3 July 2019 in relation to the Notes (the “**Existing Agency Agreement**”).

The Deed, the Amended and Restated Trust Deed, the Amended and Restated Agency Agreement and a revised procedure memorandum in relation to the Programme are together referred to as the “**Replacement Documents**”.

In accordance with clause 13.1 of the Existing Trust Deed, clause 19 of the Existing Agency Agreement and a letter dated 13 November 2023, the Resigning Trustee and Resigning Agents gave notice of their retirement and resignation to the Issuer in respect of the Notes. Accordingly, the Retiring Trustee and Resigning Agents have appointed the Successor Trustee and Successor Agents as successor trustee and successor agents, in each case in accordance with the Existing Trust Deed and Existing Agency Agreement. By receiving this notice, the Noteholders are deemed to accept and agree to a shorter notice period and that clause 19.9 of the Existing Agency Agreement has been complied with.

Pursuant to the Replacement Documents, the Resigning Trustee and the Resigning Agents will retire as trustee and agents of the Notes, and the Successor Trustee and the Successor Agents will be appointed as trustee and agents of the Notes with effect from the Effective Date. The retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and Successor Agents do not affect the validity of the existing Notes issued by the Issuer (which shall remain in full force and effect) and the rights, interests, liabilities and obligations of the Issuer and the holders of the existing Notes.

The Replacement Documents will be available for inspection at all reasonable times during business hours upon reasonable prior request at the office of the Successor Trustee at 40/F

Champion Tower, Three Garden Road, Central, Hong Kong for so long as the Notes is in existence.

Adani Ports and Special Economic Zone Limited

June 14, 2024

ANNOUNCEMENT
ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED
IN RESPECT OF

U.S.\$500,000,000 3.10 per cent. Senior Notes due 2031 (the “Notes”)

(144A – ISIN: US00652MAH51 / Common Code: 229599402 / CUSIP: 00652MAH5)

(Reg S – ISIN: USY00130XS17/ Common Code: 229599445 / CUSIP: Y00130XS1)

Adani Ports and Special Economic Zone Limited (the “**Issuer**”) wishes to announce that the Issuer has on June 13, 2024 entered into a resignation and appointment deed with: (i) The Bank of New York Mellon as resigning trustee (the “**Resigning Trustee**”); (ii) The Bank of New York Mellon as resigning principal paying agent, registrar and transfer agent (the “**Resigning Agents**”); (iii) Citicorp International Limited as successor trustee (the “**Successor Trustee**”); and (iv) Citibank, N.A., London Branch as successor principal paying agent, registrar and transfer agent (the “**Successor Agents**”), in relation to the retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and the Successor Agents (the “**Deed**”).

Pursuant to the Deed, on June 24, 2024 (or as otherwise agreed by the parties thereto) (the “**Effective Date**”), the Issuer shall enter into (i) an amended and restated trust deed with the Successor Trustee (the “**Amended and Restated Trust Deed**”), amending and restating the trust deed dated 2 February 2021 in relation to the Notes (the “**Existing Trust Deed**”); and (ii) an amended and restated agency agreement with, *inter alia*, the Successor Trustee and the Successor Agents (the “**Amended and Restated Agency Agreement**”), amending and restating the agency agreement dated 2 February 2021 in relation to the Notes (the “**Existing Agency Agreement**”).

The Deed, the Amended and Restated Trust Deed, the Amended and Restated Agency Agreement and a revised procedure memorandum in relation to the Programme are together referred to as the “**Replacement Documents**”.

In accordance with clause 13.1 of the Existing Trust Deed, clause 19 of the Existing Agency Agreement and a letter dated 13 November 2023, the Resigning Trustee and Resigning Agents gave notice of their retirement and resignation to the Issuer in respect of the Notes. Accordingly, the Retiring Trustee and Resigning Agents have appointed the Successor Trustee and Successor Agents as successor trustee and successor agents, in each case in accordance with the Existing Trust Deed and Existing Agency Agreement. By receiving this notice, the Noteholders are deemed to accept and agree to a shorter notice period and that clause 19.9 of the Existing Agency Agreement has been complied with.

Pursuant to the Replacement Documents, the Resigning Trustee and the Resigning Agents will retire as trustee and agents of the Notes, and the Successor Trustee and the Successor Agents will be appointed as trustee and agents of the Notes with effect from the Effective Date. The retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and Successor Agents do not affect the validity of the existing Notes issued by the Issuer (which shall remain in full force and effect) and the rights, interests, liabilities and obligations of the Issuer and the holders of the existing Notes.

The Replacement Documents will be available for inspection at all reasonable times during business hours upon reasonable prior request at the office of the Successor Trustee at 40/F

Champion Tower, Three Garden Road, Central, Hong Kong for so long as the Notes is in existence.

Adani Ports and Special Economic Zone Limited

June 14, 2024

ANNOUNCEMENT
ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED
IN RESPECT OF

U.S.\$300,000,000 3.828 per cent. Senior Notes due 2032 (the “Notes”)

(144A – ISIN: US00652MAK80 / Common Code: 236782158 / CUSIP: 00652MAK8)

(Reg S – ISIN: USY00130YV37 / Common Code: 236782433 / CUSIP: Y00130YV3)

Adani Ports and Special Economic Zone Limited (the “**Issuer**”) wishes to announce that the Issuer has on June 13, 2024 entered into a resignation and appointment deed with: (i) The Bank of New York Mellon as resigning trustee (the “**Resigning Trustee**”); (ii) The Bank of New York Mellon as resigning principal paying agent, registrar and transfer agent (the “**Resigning Agents**”); (iii) Citicorp International Limited as successor trustee (the “**Successor Trustee**”); and (iv) Citibank, N.A., London Branch as successor principal paying agent, registrar and transfer agent (the “**Successor Agents**”), in relation to the retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and the Successor Agents (the “**Deed**”).

Pursuant to the Deed, on June 24, 2024 (or as otherwise agreed by the parties thereto) (the “**Effective Date**”), the Issuer shall enter into (i) an amended and restated trust deed with the Successor Trustee (the “**Amended and Restated Trust Deed**”), amending and restating the trust deed dated 2 August 2021 in relation to the Notes (the “**Existing Trust Deed**”); and (ii) an amended and restated agency agreement with, *inter alia*, the Successor Trustee and the Successor Agents (the “**Amended and Restated Agency Agreement**”), amending and restating the agency agreement dated 2 August 2021 in relation to the Notes (the “**Existing Agency Agreement**”).

The Deed, the Amended and Restated Trust Deed, the Amended and Restated Agency Agreement and a revised procedure memorandum in relation to the Programme are together referred to as the “**Replacement Documents**”.

In accordance with clause 13.1 of the Existing Trust Deed, clause 19 of the Existing Agency Agreement and a letter dated 13 November 2023, the Resigning Trustee and Resigning Agents gave notice of their retirement and resignation to the Issuer in respect of the Notes. Accordingly, the Retiring Trustee and Resigning Agents have appointed the Successor Trustee and Successor Agents as successor trustee and successor agents, in each case in accordance with the Existing Trust Deed and Existing Agency Agreement. By receiving this notice, the Noteholders are deemed to accept and agree to a shorter notice period and that clause 19.9 of the Existing Agency Agreement has been complied with.

Pursuant to the Replacement Documents, the Resigning Trustee and the Resigning Agents will retire as trustee and agents of the Notes, and the Successor Trustee and the Successor Agents will be appointed as trustee and agents of the Notes with effect from the Effective Date. The retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and Successor Agents do not affect the validity of the existing Notes issued by the Issuer (which shall remain in full force and effect) and the rights, interests, liabilities and obligations of the Issuer and the holders of the existing Notes.

The Replacement Documents will be available for inspection at all reasonable times during business hours upon reasonable prior request at the office of the Successor Trustee at 40/F

Champion Tower, Three Garden Road, Central, Hong Kong for so long as the Notes is in existence.

Adani Ports and Special Economic Zone Limited

June 14, 2024

ANNOUNCEMENT
ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED
IN RESPECT OF

U.S.\$450,000,000 5.00 per cent. Senior Notes due 2041 (the “Notes”)

(144A – ISIN: US00652MAJ18 / Common Code: 236781925 / CUSIP: 00652MAJ1)

(Reg S – ISIN: USY00130YU53 / Common Code: 236782000 / CUSIP: Y00130YU5)

Adani Ports and Special Economic Zone Limited (the “**Issuer**”) wishes to announce that the Issuer has on June 13, 2024 entered into a resignation and appointment deed with: (i) The Bank of New York Mellon as resigning trustee (the “**Resigning Trustee**”); (ii) The Bank of New York Mellon as resigning principal paying agent, registrar and transfer agent (the “**Resigning Agents**”); (iii) Citicorp International Limited as successor trustee (the “**Successor Trustee**”); and (iv) Citibank, N.A., London Branch as successor principal paying agent, registrar and transfer agent (the “**Successor Agents**”), in relation to the retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and the Successor Agents (the “**Deed**”).

Pursuant to the Deed, on June 24, 2024 (or as otherwise agreed by the parties thereto) (the “**Effective Date**”), the Issuer shall enter into (i) an amended and restated trust deed with the Successor Trustee (the “**Amended and Restated Trust Deed**”), amending and restating the trust deed dated 2 August 2021 in relation to the Notes (the “**Existing Trust Deed**”); and (ii) an amended and restated agency agreement with, *inter alia*, the Successor Trustee and the Successor Agents (the “**Amended and Restated Agency Agreement**”), amending and restating the agency agreement dated 2 August 2021 in relation to the Notes (the “**Existing Agency Agreement**”).

The Deed, the Amended and Restated Trust Deed, the Amended and Restated Agency Agreement and a revised procedure memorandum in relation to the Programme are together referred to as the “**Replacement Documents**”.

In accordance with clause 13.1 of the Existing Trust Deed, clause 19 of the Existing Agency Agreement and a letter dated 13 November 2023, the Resigning Trustee and Resigning Agents gave notice of their retirement and resignation to the Issuer in respect of the Notes. Accordingly, the Retiring Trustee and Resigning Agents have appointed the Successor Trustee and Successor Agents as successor trustee and successor agents, in each case in accordance with the Existing Trust Deed and Existing Agency Agreement. By receiving this notice, the Noteholders are deemed to accept and agree to a shorter notice period and that clause 19.9 of the Existing Agency Agreement has been complied with.

Pursuant to the Replacement Documents, the Resigning Trustee and the Resigning Agents will retire as trustee and agents of the Notes, and the Successor Trustee and the Successor Agents will be appointed as trustee and agents of the Notes with effect from the Effective Date. The retirement of the Resigning Trustee and the Resigning Agents and the appointment of the Successor Trustee and Successor Agents do not affect the validity of the existing Notes issued by the Issuer (which shall remain in full force and effect) and the rights, interests, liabilities and obligations of the Issuer and the holders of the existing Notes.

The Replacement Documents will be available for inspection at all reasonable times during business hours upon reasonable prior request at the office of the Successor Trustee at 40/F

Champion Tower, Three Garden Road, Central, Hong Kong for so long as the Notes is in existence.

By Order of the Board

Adani Ports and Special Economic Zone Limited

June 14, 2024