



Ports and
Logistics

Ref No: APSEZL/SECT/2025-26/70

August 14, 2025

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: ADANIPORTS

Sub: Press Release

Dear Sir/Ma'am,

Further to our intimations dated May 28,2025 and May 31, 2025, July 16, 2025, July 16, 2025 and July 30, 2025, please find enclosed herewith the press release regarding late results of the previously announced tender offers made by us ("Tender Offers") to purchase for cash up to (i) US\$ 200,000,000 in principal amount of the outstanding US\$500,000,000 4.00% Senior Notes due July 2027, (ii) US\$ 125,000,000 in principal amount of the outstanding US\$750,000,000 4.20% Senior Notes due August 2027 and (iii) US\$ 125,000,000 in principal amount of the outstanding US\$750,000,000 4.375% Senior Notes due July 2029.

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

Encl: a/a

CC:

**India International Exchange (IFSC) Limited
(India INX)**

Gujarat International Finance Tec-City,
Gandhinagar, Gujarat

**Singapore Exchange Limited
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The distribution of the Tender Offer Memorandum (as defined below) in certain jurisdictions may be restricted by law. Holders of Notes (as defined below) and any other person into whose possession the Tender Offer Memorandum comes are required by the Company and the Joint Dealer Managers (each as defined below) to inform themselves about, and to observe, any such restrictions.



Adani Ports and Special Economic Zone Limited Announces Late Results of Cash Tender Offers for (i) up to US\$125,000,000 in aggregate principal amount of the outstanding 4.20% Senior Notes due 2027, (ii) up to US\$200,000,000 in aggregate principal amount of the outstanding 4.0% Senior Notes due 2027 and (iii) up to US\$125,000,000 in aggregate principal amount of the outstanding 4.375% Senior Notes due 2029

August 14, 2025 – Adani Ports and Special Economic Zone Limited (the “Company”) today announced the late results of its previously announced tender offers to purchase for cash (the “Tender Offers”) up to:

- (i) US\$125,000,000 in aggregate principal amount of the outstanding 4.20% Senior Notes due 2027, CUSIP: Y00130 VS3, ISIN: USY00130VS35 (Regulation S) and CUSIP: 00652M AG7, ISIN: US00652MAG78 (Rule 144A) (the “4.2% Notes”);
- (ii) US\$200,000,000 in aggregate principal amount of the outstanding 4.0% Senior Notes due 2027, Common Code: 163626683, ISIN: XS1636266832 (Regulation S) and CUSIP: 00652M AD4, ISIN: US00652MAD48 (Rule 144A) (the “4.0% Notes”); and
- (iii) US\$125,000,000 in aggregate principal amount of the outstanding 4.375% Senior Notes due 2029, CUSIP: Y00130RP4, ISIN: USY00130RP42 (Regulation S) and CUSIP: 00652MAE2, ISIN: US00652MAE21 (Rule 144A) (the “4.375% Notes”),

in each case, as such amount may be increased or decreased (the “Maximum Acceptance Amount”).

The Tender Offers are being made pursuant to a Tender Offer Memorandum, dated July 16, 2025 (the “Tender Offer Memorandum”), which is available on the transaction website (the “Transaction Website”) <https://projects.sodali.com/adaniports>.

Capitalized terms used and not otherwise defined in this announcement have the meanings given to them in the Tender Offer Memorandum.

Late Results of the Tender Offers

The deadline to receive Early Tender Offer Consideration expired at 5:00 p.m., New York time, on July 29, 2025 (the “**Early Tender Date**”). The Tender Offers subsequently expired at 5:00 p.m., New York time, on August 13, 2025 (the “**Expiration Date**”).

As the aggregate principal of the 4.2% Notes validly tendered and not subsequently validly withdrawn at or prior to the Early Tender Date exceeded the Maximum Acceptance Amount, no further 4.2% Notes were accepted as of the Expiration Date. After the Early Tender Date but at or prior to the Expiration Date, the Company received the following valid tenders for the 4.0% Notes and 4.375% Notes under the Tender Offers which had not been validly withdrawn:

	Aggregate Principal Amount Tendered after the Early Tender Date and at or prior to the Expiration Date	Maximum Acceptance Amount	Proration Factor
4.0% Notes	US\$700,000 ¹	US\$200,000,000	N/A
4.375% Notes	US\$950,000 ²	US\$125,000,000	N/A

The Company will accept all 4.0% Notes and 4.375% Notes validly tendered after the Early Tender Date and at or prior to the Expiration Date without the application of any Proration Factor.

Final Settlement

Subject to the satisfaction or waiver of the conditions set forth in the Tender Offer Memorandum, the Final Settlement Date in respect of the Notes accepted for purchase after the Early Tender Date but at or prior to the Expiration Date is expected to be on or about August 18, 2025.

On the Final Settlement Date, the Company expects to pay Tender Offer Consideration to the holders of the Notes tendered and accepted for purchase after the Early Tender Date but at or prior to the Expiration Date plus accrued and unpaid interest on such Notes up to but excluding the Final Settlement Date.

In accordance with the Company's capital management plan, the Company may, subject to market conditions, undertake further similar liability management exercises, which may result in a material reduction of the outstanding amount of the respective series of notes across different series issued by the Company.

The Company has engaged Cantor Fitzgerald & Co. and Jefferies Singapore Limited (the “Joint Dealer Managers”) to serve as joint dealer managers for the Tender Offers. For additional information regarding the terms of the Tender Offers, please contact **Cantor Fitzgerald & Co.** at hari.chandra@cantor.com,

¹ In addition to US\$154,163,000 4.0% Notes tendered and accepted prior to the Early Tender Date

² In addition to US\$105,215,000 4.375% Notes tendered and accepted prior to the Early Tender Date

notices-IBD@cantor.com and legal-IBD@cantor.com, and **Jefferies Singapore Limited** at liabilitymanagement@jefferies.com and asia_legal@jefferies.com.

The Company has appointed Sodali and Co Ltd. to serve as the information and tender agent (the “**Information and Tender Agent**”) for the Tender Offers. Questions regarding the tendering procedures should be directed to the Information and Tender Agent at the contact details provided. Documents for the Tender Offers, including the Tender Offer Memorandum, are available at the Transaction Website - <https://projects.sodali.com/adaniports> and may also be obtained by contacting the Information and Tender Agent by adaniports@investor.sodali.com.

Cautionary Statement Concerning Forward-Looking Statements:

Certain statements in this press release are forward-looking statements within the meaning of Section 21E of the U.S. Securities Exchange Act of 1934, and are subject to the safe harbor created thereby. Actual results may differ materially from these statements. Generally, these forward-looking statements can be identified by the use of forward- looking terminology such as “expect”, “intend”, “may”, “will”, or other words or phrases of similar import but these are not the exclusive means of identifying these statements. Although the Company believes that the expectations reflected in its forward-looking statements are reasonable, such expectations might not prove to be correct. Statements in this press release speak only as of the date of this press release, and the Company disclaims any responsibility to update or revise such statements.

Investor and Media Contact:

For Media queries:

Paul Roy at roy.paul@adani.com

For Investor Relations

Rahul Agarwal at Rahul.agarwal5@adani.com

Disclaimers:

THE TENDER OFFER MEMORANDUM SHOULD BE READ CAREFULLY BEFORE A DECISION IS MADE WITH RESPECT TO THE TENDER OFFERS. NONE OF THE COMPANY, THE INFORMATION AND TENDER AGENT, THE TRUSTEE OR THE JOINT DEALER MANAGERS MAKES ANY RECOMMENDATION AS TO WHETHER OR NOT HOLDERS SHOULD TENDER THEIR NOTES.

This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire or exchange any Notes is being made pursuant to this announcement. This announcement and the Tender Offer Memorandum contain important information which must be read carefully before any decision is made with respect to the Tender Offers. If any holder of Notes is in any doubt as to the action it should take, it should seek its own legal, tax and financial advice, including as to any tax consequences, from its legal, accounting, financial and other advisers. Any holder whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Tender Offers. None of the Company, the Joint Dealer Managers, the Information and Tender Agent, the Trustee or any of their respective directors, officers, employees, agents or affiliates, makes any recommendation as to whether holders of Notes should participate in the Tender Offers.

This announcement, the Tender Offer Memorandum and any related documents do not constitute an offer to buy or the solicitation of an offer to sell securities in any circumstances or jurisdictions in which such offer or solicitation is unlawful. Securities may not be offered or sold in the United States absent registration

pursuant to the U.S. Securities Act of 1933, as amended (“**Securities Act**”), or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This announcement should not be considered as an advertisement, invitation, offer, sale or solicitation of an offer to buy back any Notes in violation of applicable Indian laws. This announcement or any other offering document or material relating to the Tender Offers has not been and will not be circulated or distributed to any person or to the public in India. Any Holder participating in the Tender Offers, will be deemed to have acknowledged, represented and agreed that it is eligible to tender its Notes pursuant to applicable laws and regulations.

The Tender Offers are not being made in the United Kingdom, other than to persons who are “qualified investors” as defined in the Regulation (EU) No 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the “UK Prospectus Regulation”), or in other circumstances falling within Article 1(4) of the UK Prospectus Regulation. The Tender Offers are not being made, and has not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “FSMA”). Accordingly, the Tender Offers are not being made to the general public in the United Kingdom. This communication is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of the Company or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion Order 2005), and (2) to any other persons to whom this communication may lawfully be communicated.

The Tender Offers are not being made in any Member State of the European Economic Area, other than to persons who are “qualified investors” as defined in Regulation (EU) No 2017/1129 (as amended, the “Prospectus Regulation”), or in other circumstances falling within Article 1(4) of the Prospectus Regulation.

The Tender Offer Memorandum has not and will not be registered as a prospectus with the Monetary Authority of Singapore. The Tender Offers does not constitute a public tender offer for the purchase of the Notes nor an offering of securities in Singapore pursuant to the Securities and Futures Act 2001 of Singapore.

Each Holder of Notes participating in the Tender Offers will be deemed to give certain representations as set out in the section titled “*Procedures for Tendering Notes*” in the Tender Offer Memorandum. Any tender of Notes for purchase pursuant to the Tender Offers from a Holder of Notes that is unable to make these representations will not be accepted. Each of the Company, the Joint Dealer Managers and the Information and Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Tender Offers, whether any such representation given by a Holder of Notes is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender of Notes will not be accepted.