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April 17, 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: Submission of Investor Presentation

Dear Sir/Madam,

In continuation to outcome of Board Meeting dated April 17, 2024, we hereby submit herewith the Investor Presentation. The same is being uploaded on the Company's website at <u>www.adaniports.com</u>.

Kindly take the above information on record.

Thanking you,

Yours faithfully, For Adani Ports and Special Economic Zone Limited

Kamlesh Bhagia Company Secretary

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 Tel +9179 2555 4444 Fax +9179 2555 7177 Investor.apsezl@adani.com www.adaniports.com





THE REAL PROPERTY AND INCOMENT

### Adani Ports and Special Economic Zone Ltd.

Acquisition of NQXT Australia | Investor Presentation April 2025



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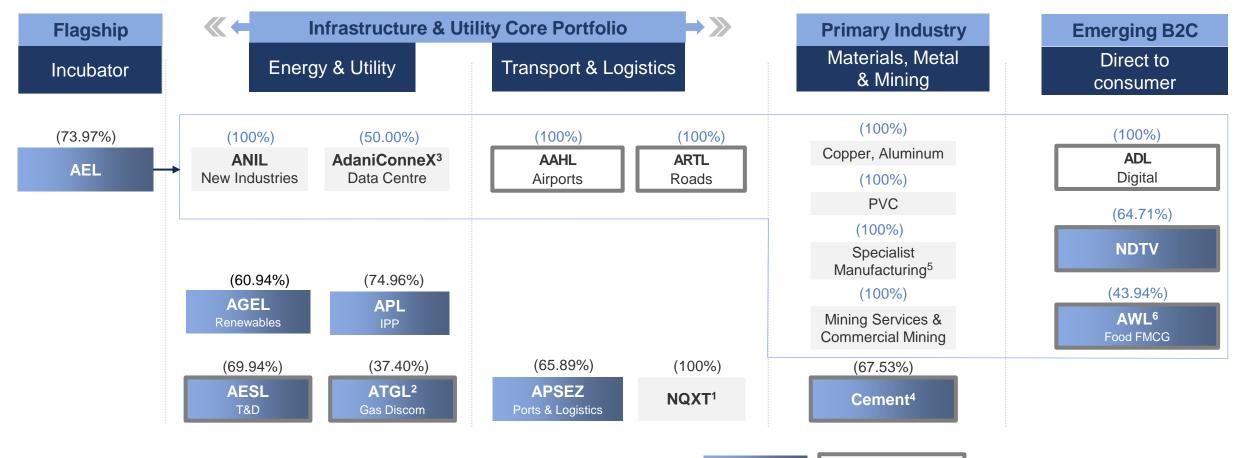


## **Adani Portfolio Overview**

## Adani Portfolio: A World class Infrastructure & Utility portfolio



### adani



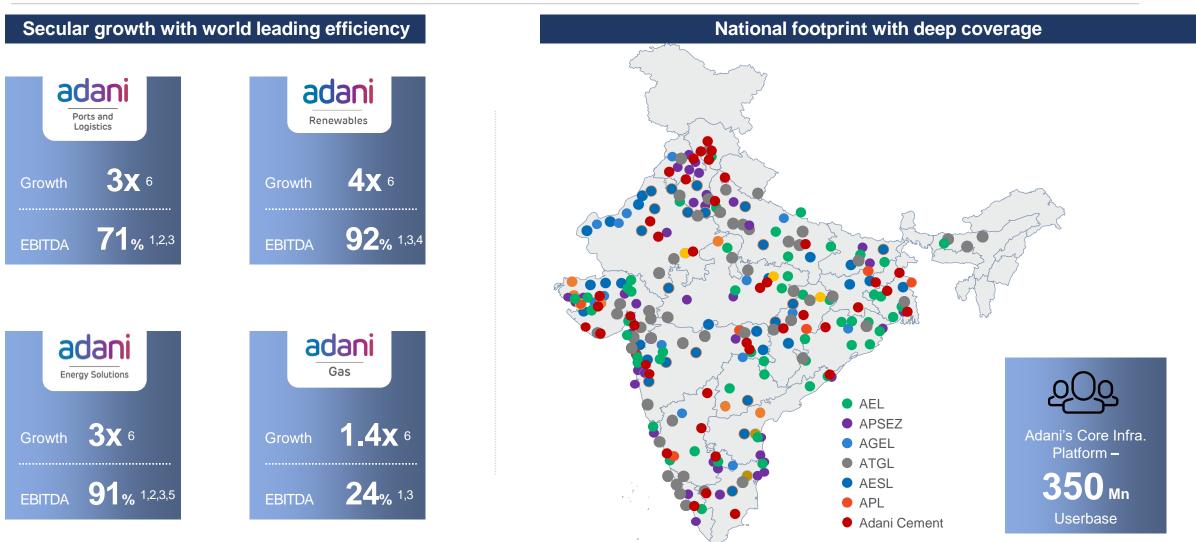
(%): Adani Family equity stake in Adani Portfolio companies (%): AEL equity stake in its subsidiaries Listed cos

Direct Consumer

#### A multi-decade story of high growth centered around infrastructure & utility core

1. NQXT: North Queensland Export Terminal | 2. ATGL: Adani Total Gas Ltd, JV with Total Energies | 3. Data center, JV with EdgeConnex, | 4. Cement includes 67.53% (67.57% on Voting Rights basis) stake in Ambuja Cements as on 31<sup>st</sup> December,2024 which in turn owns 50.05% in ACC Limited. Adani directly owns 6.64% stake in ACC Limited. Ambuja Cements Ltd. holds 58.08% stake in Sanghi Industries Ltd.| 5. Includes the manufacturing of Defense and Aerospace Equipment | 6. AEL to exit Adani Wilmar JV, diluted 13.50% through Offer For Sale (13<sup>th</sup>Jan'24), residual stake dilution is pursuant to agreement between Adani & Wilmar Group. | AEL: Adani Energy Solutions Limited; APSEZ: Adani Ports and Special Economic Zone Limited; AESL: Adani Energy Solutions Limited; T&D: Transmission & Distribution; APL: Adani Power Limited; AGEL: Adani Green Energy Limited; AAHL: Adani Airport Holdings Limited; ANL: Adani Digital Labs Pvt. Limited; IPP: Independent Power Producer | NDTV: New Delhi Television Ltd | PVC: Polyvinyl Chloride I Promoter's holdings are as on 31<sup>st</sup> December, 2024.

## Adani Portfolio: Decades long track record of industry best growth with national footprint adani



Note: 1. Data for FY24 ; 2. Margin for Indian ports business only I Excludes forex gains/losses; 3. EBITDA: Earning before Interest Tax Depreciation & Amortization I EBITDA: PAT + Share of profit from JV + Tax + Deferred Tax + Depreciation + Finance Cost + Forex Loss / (Gain) + Exceptional Items 4. EBITDA Margin represents EBITDA earned from power supply 5. Operating EBITDA margin of transmission business only, does not include distribution business I 6. Growth pertains to expansion and development aligned with market growth. Growth of respective Adani portfolio company vs. Industry growth is as follows: **APSEZ**'s cargo volume surged from 113 MMT to 408 MMT (14%) between 2014 and 2024, outpacing the industry's growth from 972 MMT to 1539 MMT (5%). **AGEL**'s operational capacity expanded from 0.3 GW to 10.9 GW (57%) between 2016 and 2024, surpassing the industry's growth from 46 GW to 143.6 GW (15%). **AESL's** transmission length increased from 6,950 ckm to 20,509 ckm (14%) between 2016 and 2024, surpassing the industry's growth from 3,41,551 ckm to 4,85,544 ckm (4%). **ATGL** expanded its geographical areas from 6 to 52 (27%) between 2015 and 2024, outperforming the industry's growth from 62 to 307 (19%). PBT: Profit before tax I ATGL: Adani Total Gas Limited I AEL: Adani Enterprises Limited I APSEZ (domestic cargo volume): <u>https://shipmin.gov.in/division/transport-research</u> I Renewable (operational capacity): <u>Installed Capacity Report - Central Electricity Authority (cea.nic.in)</u> I AESL (ckms): <u>National</u> Power Portal (npp.gov.in) I ATGL (GAs): <u>Brochure petroleum.cdr (pngrb.gov.in)</u> | ckms: circuit kilometers | GA: Geographical Areas

## Adani Portfolio: Repeatable, robust & proven transformative model of investment adani

		DEVELOPMENT			OPERATIONS		CONSUMERS	
		Adani Infra (India) Limited (AIIL)			Operations (AIMSL) <sup>1</sup>		New C.E.O. Consumer   Employees   Other Stakeholders	
ACTIVITY	<ul><li>Origination</li><li>Analysis &amp; market intelligence</li><li>Viability analysis</li></ul>	<ul> <li>Site Development</li> <li>Site acquisition</li> <li>Concessions &amp; regulatory agreements</li> </ul>	<ul><li>Construction</li><li>Engineering &amp; design</li><li>Sourcing &amp; quality</li></ul>		<ul> <li>Operation</li> <li>Life cycle O&amp;M planning</li> <li>Asset Management plan</li> </ul>		<ul> <li>Inspired Purpose &amp; Value Creation</li> <li>Delivering exceptional products &amp; services for ele engagement</li> <li>Differentiated and many P&amp;Ls</li> </ul>	evated
PERFORMANCE	India's Largest Commercial Port (at Mundra)	Engest Private HVDC Line in Asia (Mundra - Mohindergarh)	World's largest Renewable Cluster (at Khavda)		Energy Network Operation Center (ENOC)		Adani's Core Infra. Platfo 2005 350 Mn Userbase	rm –
ral Ement	Strategic value Mapping	Investment Case Development	Growth Capital – Platform Infrastructure Financing Framework	L I.	14%		6% Long Term De 31% PSU Banks	bt
CAPITAL MANAGEMEN	Policy, Strategy & Risk Framework	Duration Risk Matching Risk Management – Rate & Currency Governance & Assurance Diversified Source of Capital			March 2016 55%		March 2024 19% 2% 2% 28% 1% 28% 1% 28% 1% 28% 1% 28% 1% 28% 1% 28% 28% 1% 28% 28% 28% 28% 28% 28% 28% 28% 28% 28	
ENABLER	Continued Focus & Investment Human Capital Development · Leadership Development Initiatives · Investment in Human Capital			Al enabled Digital Transformation		<ul> <li>Power Utility Business - ENOC</li> <li>City Gas Distribution - SOUL</li> <li>Transportation Business - AOCC</li> </ul>		

Note 1 Adani Environmental Resource Management Services Ltd. (additional company is being proposed)

O&M: Operations & Maintenance | HVDC: High voltage direct current | PSU: Public Sector Undertaking (Public Banks in India) | GMTN: Global Medium-Term Notes | SLB: Sustainability Linked Bonds | AEML: Adani Electricity Mumbai Ltd. | AIMSL : Adani Infra Mgt Services Pvt Ltd | IG: Investment Grade | LC: Letter of Credit | DII: Domestic Institutional Investors | COP26: 2021 United Nations Climate Change Conference | AGEL: Adani Green Energy Ltd. | NBFC: Non-Banking Financial Company | AIIL: Adani Infra (India) Ltd.

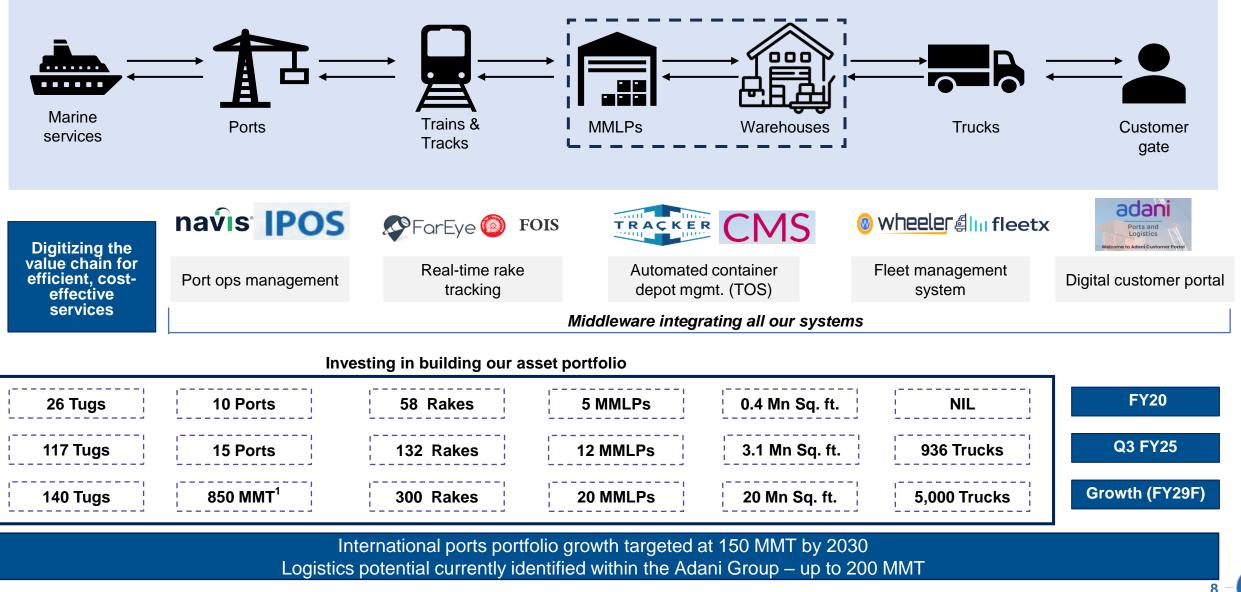




## **APSEZ Overview**

## **APSEZ**: Integrated Transport Utility with extensive footprint

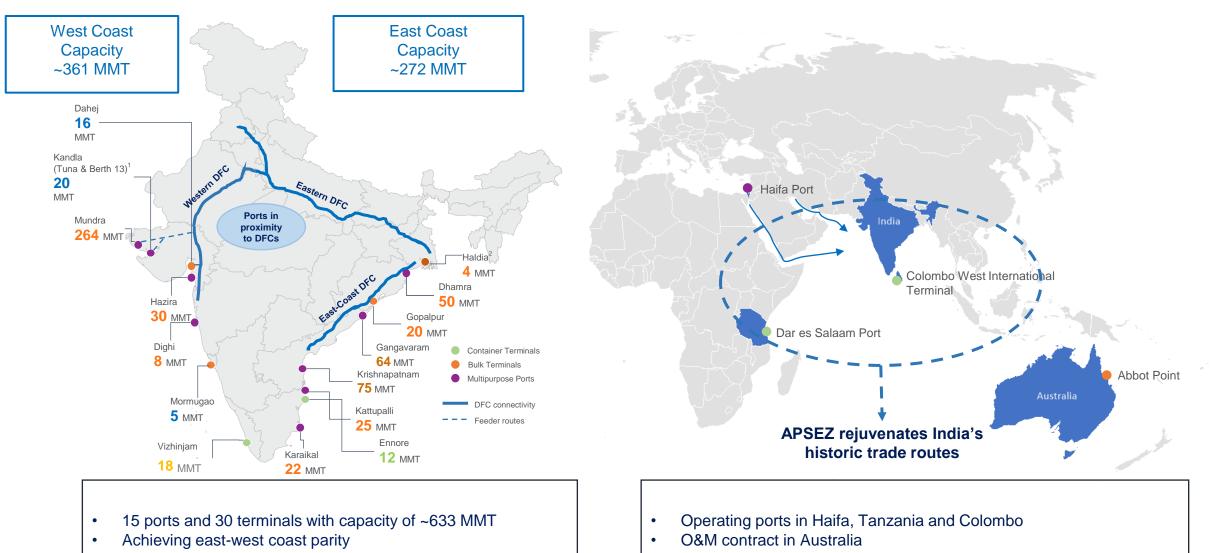




Note: (1) Domestic cargo target for year 2030 | MMT: Million Metric Tonnes | MMLP: Multi-modal Logistics Park | Sq. ft.: Square Feet | FY: Financial Year | TOS: Terminal Operating System

## **APSEZ**: India's largest private port operator, building global presence





## APSEZ: Targeting 1,000 MMT cargo volumes in 2030

Ports Revenue (Rs Bn)

241

FY24

Ports EBITDA Margin (%)

CAGR 21%

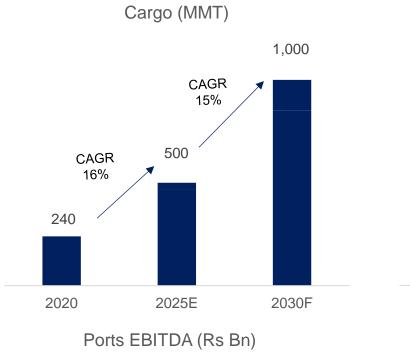
93

**FY19** 

CAGR 16% 507

FY29F







- Current domestic port capacity at 633 MMT
- Domestic throughput will be driven largely by organic expansion
- Targeting 850 MMT cargo by 2030
- Aggregate EC approved capacity across domestic ports at 1,560 MMT vs current capacity of 633 MMT
- Select international presence along the East-West trade corridor. Targeting 150 MMT by 2030
- Continue to build out third-party marine business

Note: F denotes forecast reflecting the ambition of the company in the corresponding year | EBITDA is excluding forex gain/loss I EC - Environmental clearance



# North Queensland Export Terminal (NQXT) | Asset Profile

## North Queensland Export Terminal, Queensland, Australia

## A Critical asset for Queensland, Australia for over 40+ years





### NQXT: Asset overview





Natural deep-water port





Metallurgical & thermal coal from Galilee & Bowen basins



Operating safely and responsibly since 1984

- NQXT, is a natural deep-water, **multi-user export terminal** with a nameplate capacity of 50 MTPA
- NQXT is Australia's northernmost resources export terminal. It is located in the Port of Abbot Point, approximately 25 km north of Bowen, in North Queensland on Australia's east coast.
- NQXT is under a long-term lease from the Queensland Government and is a critical infrastructure asset supporting Australia's significant resource industry.
- The lease expires in year 2110. Long remaining lease life is 85 years.
- NQXT provides strategic access to users under long term "take or pay" contracts. For FY25, contracted capacity stood at 40 MMT.
- The terminal features state-of-the-art equipment and has delivered excellent environmental and safety standards
- NQXT has an identified pathway and capability to grow throughput up to 120 MTPA to meet the global demand for Queensland's high-quality resources including for potential green hydrogen exports

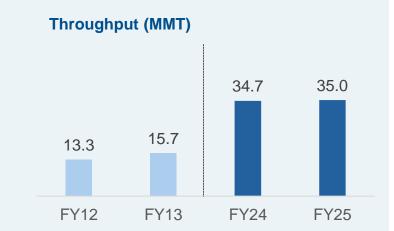


## NQXT: Decade long strong performance, with growth drivers visible



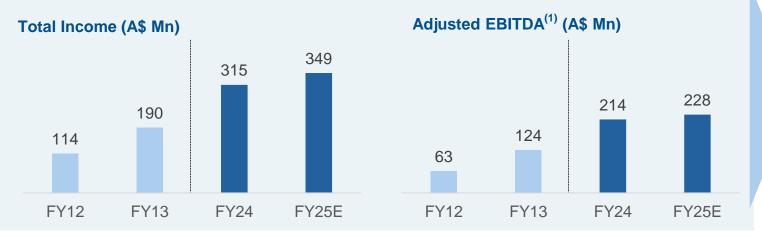
#### Historical operating performance





### Users shipping in excess of 85% of contracted capacity

Historical financial performance



**A\$400 Mn EBITDA** target within 4 years

(implied FY29E EV/EBITDA – 10x)

 On the back of increasing contracted capacity, contract renewals and APSEZ group synergies

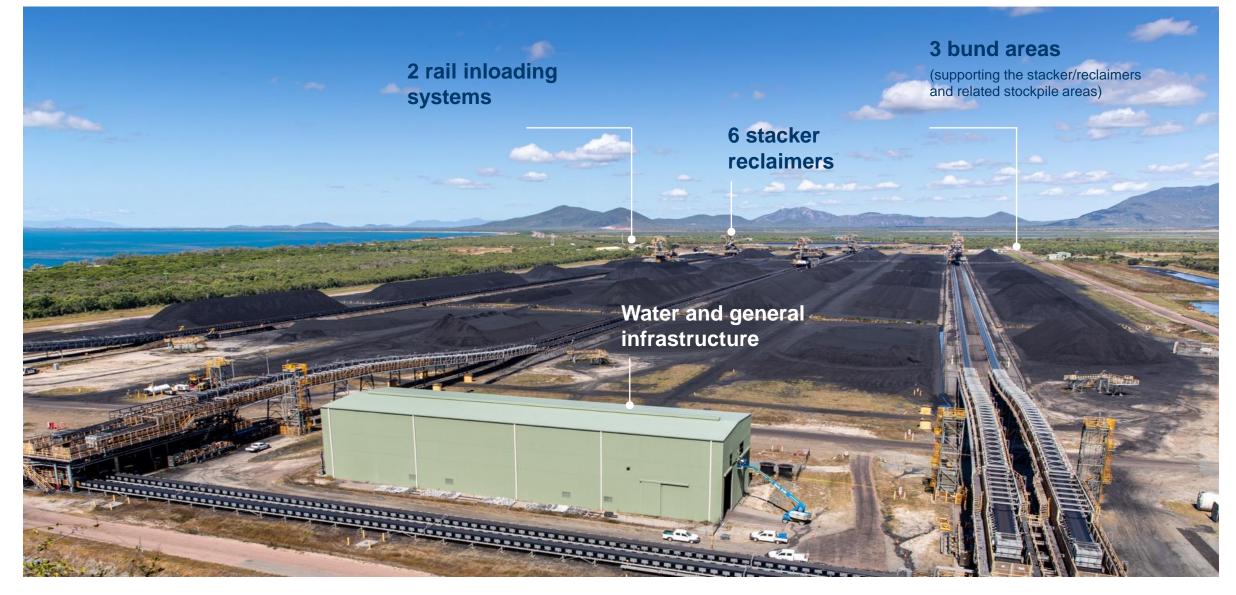
### **NQXT**: Terminal offshore infrastructure





## NQXT: Terminal onshore infrastructure





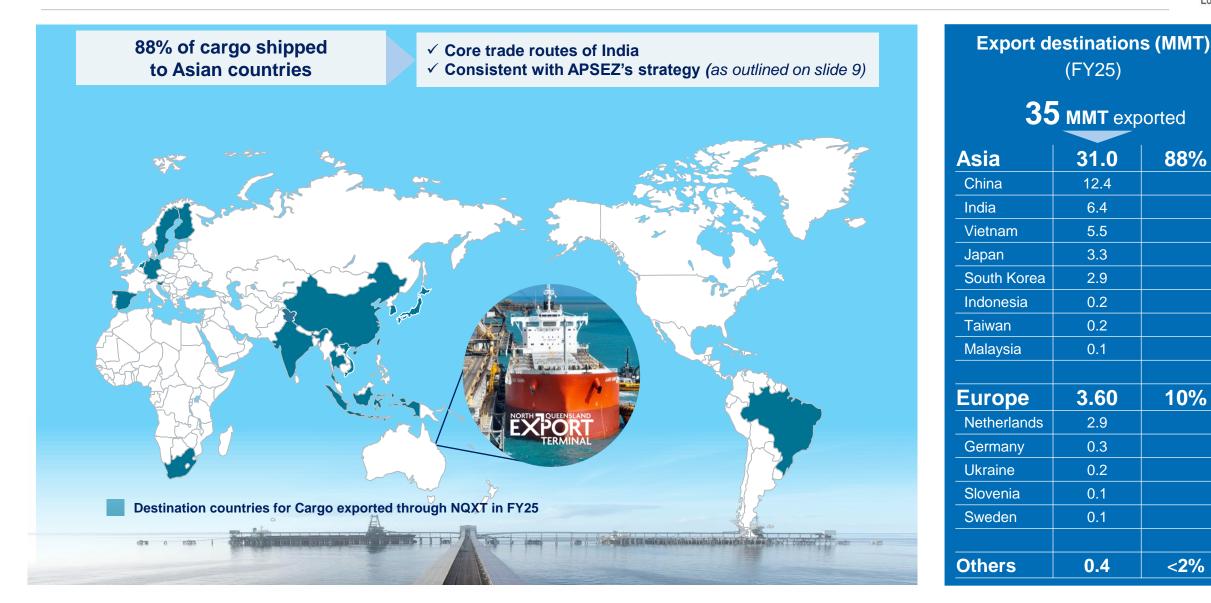
### **NQXT**: Provides strategic access to customers' key markets



88%

10%

<2%



## **NQXT**: Business structure and historical financial performance



#### Historical financial performance

Particulars	<b>FY 2025E</b> <sup>(1)</sup> A\$ Mn	<b>FY 2024<sup>(2)</sup></b> A\$ Mn
P&L Summary		
Total Income	349	315
Reported EBITDA	228	198
Adjusted EBITDA <sup>(3)</sup>	228	214
Depreciation	101	114
Profit After Tax	71	13
Balance Sheet Summary		
Assets		
Non-Current Assets	3,348	3,202
Current Assets	166	99
Total Assets	3,514	3,301
Equity and Liabilities		
Equity	2,232	2,245
Current Liabilities	80	94
Non-Current Liabilities		
Interest bearing Liabilities	776	530
Lease Liability – Non-Current	190	196
Other Non-Current Liabilities	236	236
Total Liabilities and equity	3,514	3,301



## Resource exports are a significant contributor to Queensland's economy

Adani Ports and Logistics

Coal exports contribute significantly to Australia's economy **A\$ 91.4 Bn**<sup>1</sup> (2<sup>nd</sup> largest export commodity)

Coal contributes to **22%** of Queensland's GRP; using only 0.1% of land

#### Coal's direct benefit to Queensland economy AFY24 (A\$)<sup>2</sup>





4.5 Bn in wages



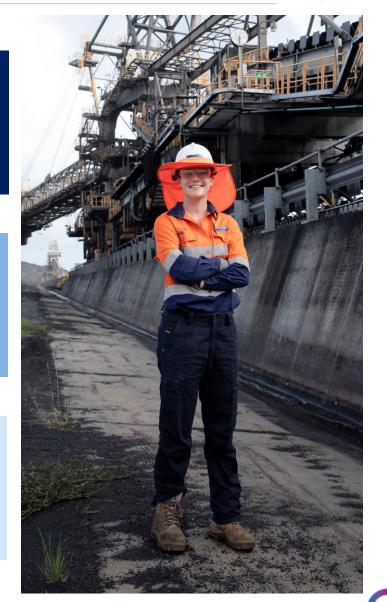
10.6 Bn in royalties

#### NQXT (located in the Port of Abott Point) makes a significant contribution to Queensland<sup>3</sup>

#### **Responsible operator**

Safe, efficient and responsible exports of metallurgical & thermal coal over 40+ years

**c.A\$10 Bn** Contribution to Queensland's economy annually **8,000+ jobs** Facilitated across mining, construction, transport, and wholesale trade industries







## **Acquisition Strategy**

High quality asset with distinct geographical advantages, strong growth profile & excellent ESG track record



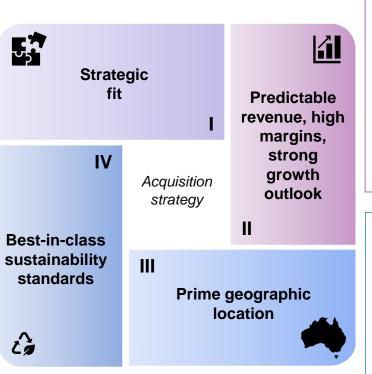
The transaction is an integral part of APSEZ's strategy to handle 1BMT of cargo by 2030. APSEZ expects c.15% of the 2030 cargo to come from international operations – including NQXT



- Location Strategically located in APSEZ's preferred East-West trade corridor
- **High-quality asset** Proven efficiency, strong profitability
- Growth Multiple growth levers

## î,

- Comprehensive ESG framework delivering best-inclass results
- Strong environmental practices Minimal environmental footprint, strong biodiversity measures
- **Best-in-class social practices** Diverse workforce, strong safety track record, 50% operational spend with local & regional suppliers, comprehensive community support program





- High growth Expected to generate AU\$400m EBITDA within 4 years (implied FY29E EV/EBITDA -10X), driven by increase in contracted capacity, ability to enhance capacity and upcoming contract renewals
- **New export commodity** Potential for green hydrogen exports in the future



- **Location** Resource-rich Queensland region
- Critical to the region Export gateway for eight existing metallurgical & thermal coal customers
- **High-quality users in catchment area** operate in the Bowen and Galilee mining basins and produce highquality metallurgical and thermal coal, which is in global demand
- **Customer proximity** Close to North and South-East Asian markets (c.88% of cargo exported to Asian countries)

## **NQXT in APSEZ's Context**

#### **APSEZ Business Trajectory**

	FY12	FY13	FY25	CAGR
Number of ports	2+NQXT	3+NQXT	18	
Cargo volume (MMT)	82	106	450	14%
Market share	8%	10%	27%	
Revenue (Rs Cr)	2,697	3,577	29,000-31,000*	20%
EBITDA (Rs Cr)	1,747	2,376	18,800-18,900*	20%
Net debt (Rs Cr)	16,423	10,610	c. 36,000**	
Net debt / EBITDA	9.40x	4.47x	1.9x - 2.1x**	
Net debt / Equity	3.41x	1.66x	0.55x - 0.60x**	

#### **NQXT Business Trajectory**

	FY12	FY13	FY25	CAGR
Throughput (MMT)	13	16	35	8%
Revenue (AU\$ Mn)	114	190	349	9%
EBITDA (AU\$ Mn)	63	124	228	10%

#### NQXT as % of APSEZ

	FY12	FY13	FY25
Revenue	21%	30%	6%
EBITDA	18%	29%	7%

\* Prevailing Guidance | \*\* Estimates, being audited

Note: Source (Exchange rate): Bloomberg | Avg A\$ / INR - FY12: 50.03, FY13: 56.11, FY25: 55.15



## Why now?

- Domestic market consolidation completed
  - FY13: 10% market share
  - FY25: Increased to c.27% market share
- Strong financials

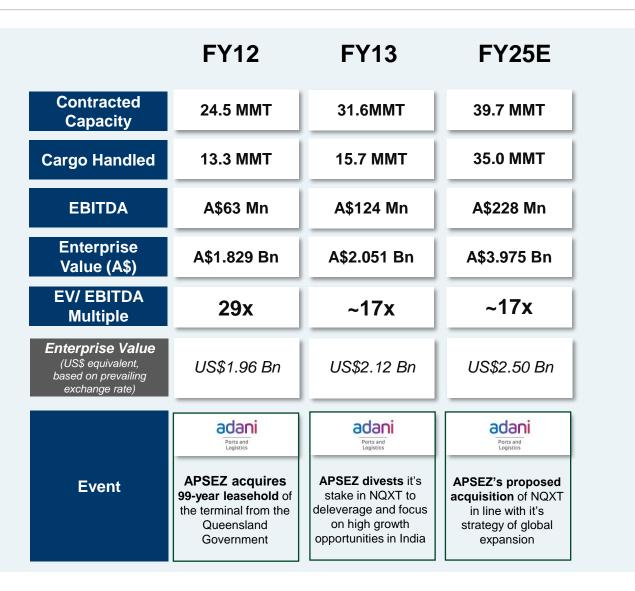
Pre-acquisition

FY12 - 9.4x net debt / EBITDA

Q3FY25 – 2.1x net debt / EBITDA

(Leverage will remain at similar levels post acquisition, post realization of non-core assets and liabilities)

### **NQXT**: Continues to deliver consistent growth





from

Ports and Logistics

Ports and Logistics

Contribution to APSEZ's Top line and Bottom line

Presence along the East-West trade corridor with access to global destinations

Operating high quality, cash-generating asset, having mid-term and long-term growth potential

AAA credit ratings of Australia and investment grade rating of the NQXT users

Favorable geopolitical dynamics

Strong ESG footprint, in line with APSEZ standards

Competitive EV / EBITDA multiple w.r.t comparable transactions in international markets, including Australia





## **Transaction**

### **Transaction overview**

- APSEZ's Board of Directors has approved the acquisition of Abbot Point Port Holdings Pte Ltd (APPH), Singapore from Carmichael Rail and Port Singapore Holdings Pte Ltd, Singapore (CRPSHPL), in a non-cash transaction. CRPSHPL is a related party.
- APSEZ will issue 14.38 crore new equity shares under the preferential allotment route to CRPSHPL, which will result in a net increase of 2.13% in promoter group holding.

#### Details of the transaction

- APPH owns the entities which own and operate the North Queensland Export Terminal (NQXT), a dedicated export terminal with a current nameplate capacity of 50 million tonnes per annum ("MTPA"), in Queensland, Australia
- NQXT is under a long-term lease until 2110 (long lease life of 85 years remaining)
- NQXT has a current capacity of 50 MTPA and handled 35 MMT cargo in FY25
- FY25E total income at A\$349 Mn, EBITDA at A\$228 Mn (incremental EBITDA margin in excess of 90% for APSEZ excluding pass-through O&M cost included in the revenue)
- APSEZ will also assume other non-core assets and liabilities on APPH's balance sheet of c. US\$2.2 Bn, which APSEZ will realize within a few months of the acquisition (estimated zero net impact on the transaction valuation)
- APSEZ's leverage will remain at similar levels post the transaction, after realization of non-core assets and liabilities of APPH

Particulars	Unit	Amount
Enterprise Value of NQXT	A\$ Mn	3,975
Less: Net Debt and other debt like items	A\$ Mn	(819)
Equity Value of NQXT	A\$ Mn	3,156





# Transaction Advisors and Process Followed



## Transaction advisors





Grant Thornton Bharat LLP



**Domestic legal advisor** 

**Desktop financial review** 

International legal advisor



GT Valuation Advisors Private Limited

**Registered valuer** 



Independent valuer



## Process undertaken

- Business Due-diligence of leases, user agreements, O&M agreements, etc.
- Financial due diligence of target entities
- Independent valuations by two experts as per the company policy, to establish arms length transaction
- Approved by M&A committee and Audit committee (both comprising only of independent directors)



- The transaction is subject to requisite approvals, including from:
  - 'Majority of minority' Shareholders
  - Reserve Bank of India
  - Foreign Investment Review Board of Australia





## Valuations by Independent Experts



	Particulars	GT Valuation Advisors Private Limited	SBI Capital Markets Limited
-	Swap Ratio	153 equity shares of APSEZ For every 1,000 ordinary shares of APPH <sup>(1)</sup>	165 equity shares of APSEZ For every 1,000 ordinary shares of APPH <sup>(1)</sup>

**Board approved:** 153 equity shares of APSEZ for every 1,000 ordinary shares of APPH

New 14.38 crore equity shares to be issued





## Strong ESG Integration with APSEZ

### NQXT's holistic framework addresses all ESG aspects



# Holistic ESG framework centered on five core sustainability focus areas



#### Manifesting into best-in-class ESG outcomes

Strong focus on workplace safety and environmental protection, committed to maintain record of zero incidents and fatalities

Comprehensive environmental monitoring to ensure compliance and proactive management of environmental impact

Diverse and inclusive workplace, actively supporting the representation of various communities, strong female representation

Support local economies via sustainable procurement practices

Actively engage in community initiatives

#### **SDG** contribution



9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

14 LIFE BELOW WATER



### 40 years of protecting the environment

Ports and Logistics

The port has operated safely, adjacent to protected and sensitive terrestrial and marine environments for 40+ years

No dredging required, as the port is located in naturally-occurring deep water

Highly active marine environment in the waters around the Terminal, including whales and marine mammals

All vessels are required to comply with marine mammal legislation, including Nature Conservation (Wildlife Management Regulation 2006part 5A) (regulations related to minimum approach distances and maximum speeds within proximity to whales)

All vessels berthing at the Terminal comply with the Biosecurity Act 2015 and International Convention for the Control and Management of Ships' Ballast Water and Sediments 2004

Vessels accessing the terminal use existing shipping lanes that follow naturally occurring channels in the Great Barrier Reef Active weed management program

Large-scale, ongoing, turtle, sea grass and ambient marine water quality monitoring programs





## Building a water resilient asset

Ongoing focus on programs to safeguard operations for natural cyclonic events and other weather events, with a strong focus on re-use and recycling as appropriate

#### Turtle-friendly lighting

The ocean surrounding the Terminal is home to many green and flatback sea turtles, and the beaches adjacent are used for nesting by the turtles during breeding season.

### **Strong environmental operating practices**



#### NQXT follows rigorous operating and reporting practices across various environmental dimensions

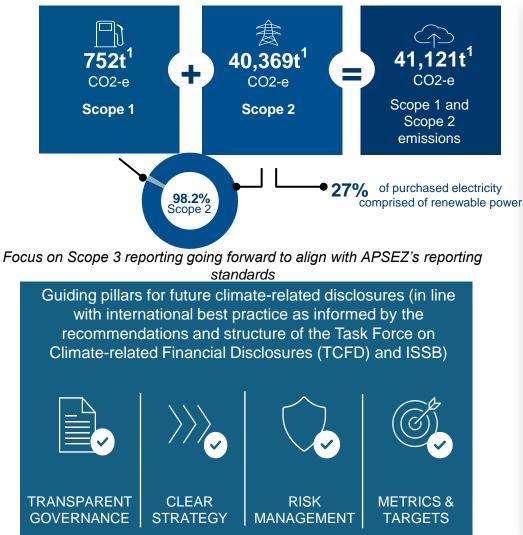
**Annual beach** 

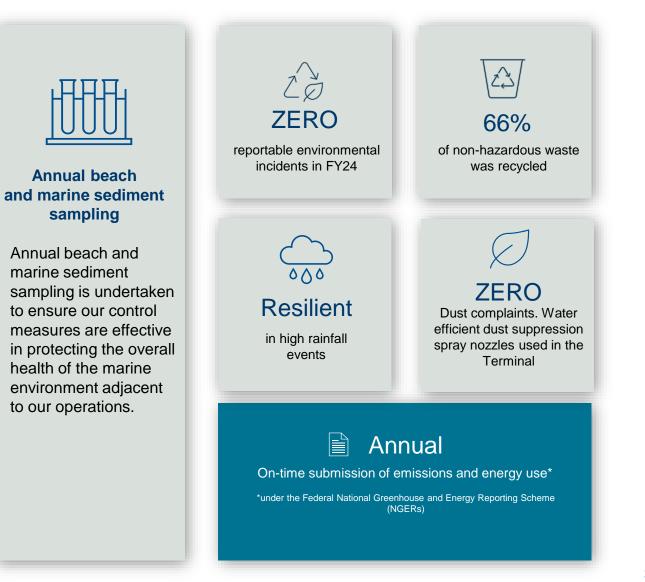
sampling

Annual beach and marine sediment

to our operations.

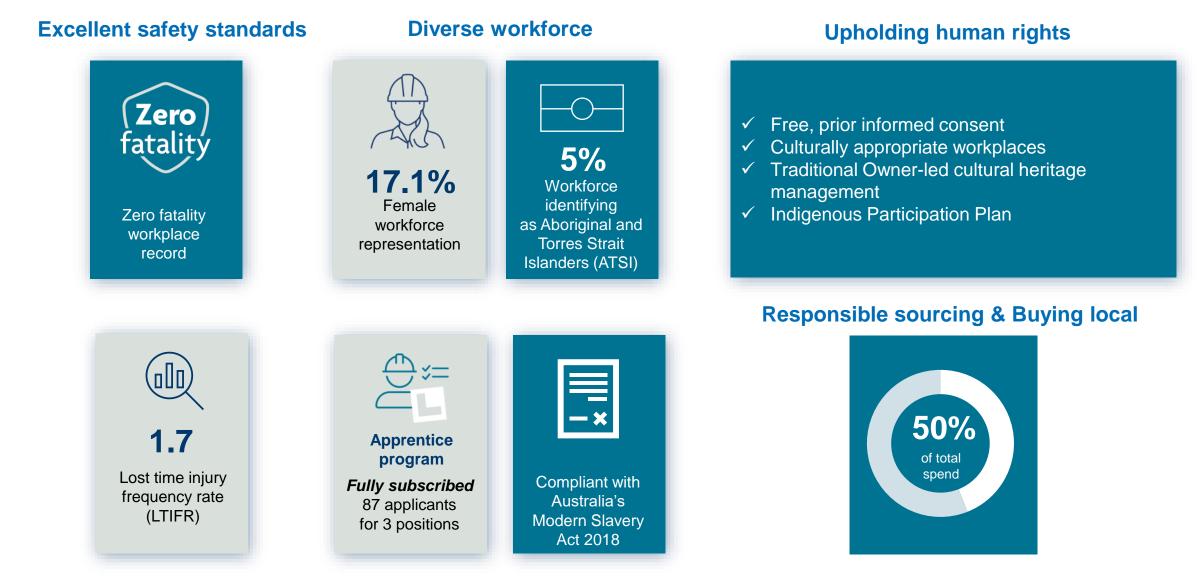
**GHG** emissions reporting





### **Best-in-class social practices**



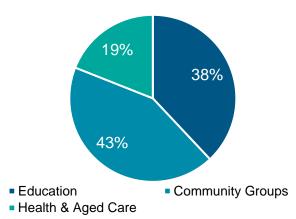


## **Comprehensive community support programs**

Adani Ports and Logistics

The Terminal's operations assist nearby communities, which often experience funding, service and resource hardships due to their regional locations and demographics

FY25 CSP Budget allocation by category







## Seamless integration of NQXT's ESG practices with APSEZ



Significant overlap between APSEZ an NQXT's ESG practices will accelerate seamless integration. Post acquisition, NQXT's sustainability reporting and targets will align with APSEZ.

ESG Policies/ Current Practices	APSEZ	Terminal
ESG governance structure	<b>*</b>	🔷
Emission mapping and management   Water stewardship	<b>\$</b>	
Biodiversity management   Waste management   Climate change and energy policy	<b>*</b>	🔷
Risk and crisis Management   Transparent disclosures	<b>\$</b>	
Business ethics and compliance   Code of Business Conduct	<b>*</b>	🤹
Diversity and inclusion   Health, safety & wellbeing   Human rights	<b>*</b>	
Sustainable supply chain   Customer relations   Community engagement	<b>*</b>	🔷
SDG alignment	<b>\$</b>	🔷
ISO Certifications	<b>\$</b>	🔷
Decarbonization plan including Scope 3 emissions	<b>\$</b>	Exploring accelerated climate report filing
Reporting align with TCFD   SBTi Commitment UNFCCC   IBBI   IUCN   IFC   GRI / IR   NGRBC   UNGC	<b>*</b>	Focus area
Participation in ESG ratings CDP   S&P CSA   Sustainalytics   ISS   EcoVadis	<b>*</b>	Focus area

Note: TCFD: Taskforce on Climate Related Financial Disclosures | SBTi: Science Based Target Initiative | UNFCCC: United Nations Framework Convention on Climate Change | IBBI: India Business & Biodiversity Initiative | IUCN: International Union for Conservation of Nature | IFC: International Finance Corporation | GRI / IR: Global Reporting Initiative -Integrated Reporting | NGRBC: National Guidelines on Responsible Business Conduct | UNGC: United Nations Global Compact | CDP: Carbon Disclosure Project | S&P CSA: S&P Global Corporate Sustainability Assessment

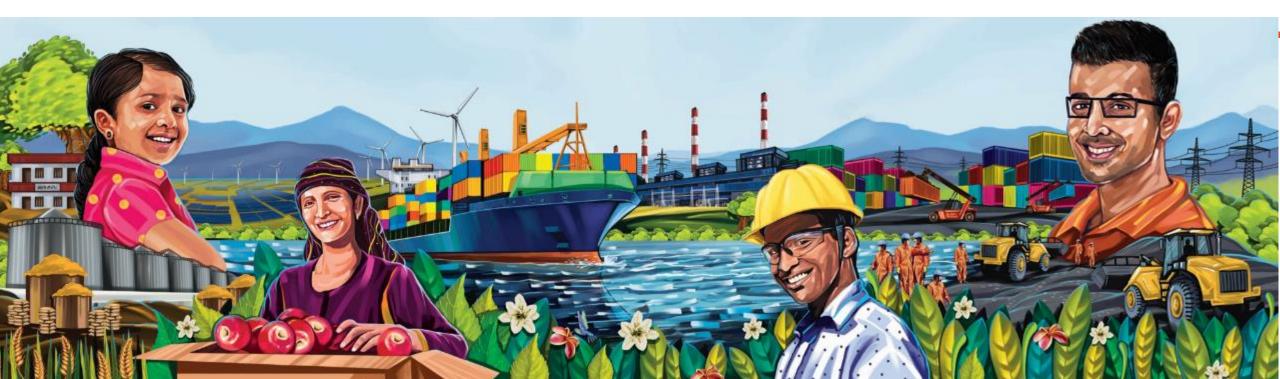






Ports and Logistics

# Thank You



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