

February 19, 2016

From:

**Gautam S Adani & Rajesh S. Adani
(on behalf of S. B. Adani Family Trust)**

*9th Floor, Shikhar, Near Adani House,
Mithakhali Six Roads, Navrangpura,
Ahmedabad-380009*

Adani Properties Pvt. Ltd.

*Shikhar, Near Adani House,
Mithakhali Six Roads, Navrangpura,
Ahmedabad-380 009*

To:

National Stock Exchange of India Limited

*Exchange Plaza, BKC, Bandra (East)
Mumbai – 400 051*

BSE Limited

*Floor 25, P J Towers, Dalal Street,
Mumbai – 400001*

Adani Ports and Special Economic Zone Limited

*"Adani House", Near Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009*

Ref: Adani Ports and Special Economic Zone Limited (APSEZL)

Sub: Disclosure under regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 regarding creation of pledge on equity shares of Adani Ports and Special Economic Zone Ltd.

Dear Sir,

Please find attached herewith disclosure in the prescribed format relating to:

1. Creation of pledge on 2,69,01,400 equity shares of APSEZL of Gautam S Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust)
2. Creation of pledge on 33,05,000 equity shares of APSEZL of Adani Properties Private Limited.

This is in compliance with Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the same on record.

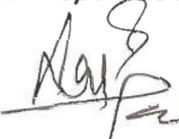

Thanking You,

For, S.B. Adani Family Trust



Authorised Signatory

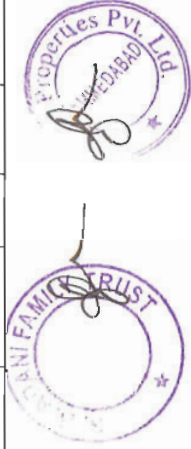
For, Adani Properties Private Limited



Authorised Signatory

Encl: Disclosure in the prescribed format

Format for disclosure by the Promoter(s) to the Stock Exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31 (1) and 31 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target company(TC)		Adani Ports and Special Economic Zone Limited (APSEZL)									
Name of the stock Exchanges where the shares of the target company are listed		BSE Ltd. & National Stock Exchange of India Ltd.									
Date of reporting		19-02-2016									
Name of the Promoter or PAC on whose shares encumbrance was created/ released/invoked		Gautam S. Adani & Rajesh S. Adani (on behalf of S.B. Adani Family Trust) & Adani Properties Private Limited									
Details of the creation of encumbrance:											
Name of Promoter(s) or PACs with him (*)	No. of shares	% of total share capital	Promoter holding already encumbered (2)	Type of event (creation / release / invocation / invocation)	Date of creation / invocation / release of encumbrance	Type of encumbrance (pledge /lien/non disposal undertaking/ot hers)	Reason for encumbrance **	Number	% of total share capital	Name of the entity in whose favour shares encumbered ***	Post event holding of encumbered shares { creation[(2)+(3) / release [(2)-(3)] / invocation [(2)-(3)]}
Gautam S. Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	87,73,17,807	42.36	30,11,44,193	creation	12-02-2016	pledge	Loan raised by Group Companies	23,00,000	0.11	Indusind Bank Ltd.	-
								19,25,000	0.09	Kotak Mahindra Prime Ltd.	-
								19,25,000	0.09	Kotak Mahindra Investments Ltd.	-
								11,33,600	0.05	STCI Ltd.	-
								7,63,000	0.04	STCI Ltd.	-
								11,33,600	0.05		-
								32,33,400	0.16		-
								32,33,400	0.16		-
								32,33,400	0.16	Refer Note 1 below	-
								64,00,000	0.31		-
8,63,000	0.04		-								
7,58,000	0.04		32,80,45,593	15.84							



Name of Promoter(s) or PACs with him (*)	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares { creation[(2)+(3) / release [(2)-(3)] / invocation [(2),(3)] }	
	No. of shares	% of total share capital	No. of shares	% of total share capital	Type of event (creation / release / invocation)	Date of creation / invocation / release of encumbrance	Type of encumbrance (pledge /lien/non disposal undertaking/ot hers)	Reason for encumbrance **	Number	% of total share capital	Name of the entity in whose favour shares encumbered ***	No. of shares	% of total share capital
Adani Properties Pvt. Ltd	14,05,12,153	6.78	8,96,96,388	4.33	creation	12-02-2016	pledge	Loan taken by Company	33,05,000	0.16	Refer Note 2 below	9,30,01,388	4.49
Vinod Shantilal Adani	12,81,64,953	6.19	-	-	-	-	-	-	-	-	-	-	-
Ventura Power Investments Pvt. Ltd., Mauritius	52,08,562	0.25	-	-	-	-	-	-	-	-	-	-	-
Gautam S. Adani & Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	1,24,80,142	0.60	-	-	-	-	-	-	-	-	-	-	-
Rajesh S. Adani & Shilin R. Adani (on behalf of Rajesh S. Adani Family Trust)	30,000	0.00	-	-	-	-	-	-	-	-	-	-	-
Bhavik B. Shah	57,255	0.00	-	-	-	-	-	-	-	-	-	-	-
Rakesh R. Shah	8,93,103	0.04	1,41,230	0.01	-	-	-	-	-	-	-	1,41,230	0.01
Surekha B. Shah	1,55,018	0.01	-	-	-	-	-	-	-	-	-	-	-
Priti R. Shah	3,16,885	0.02	2,76,810	0.01	-	-	-	-	-	-	-	2,76,810	0.01
Vinod N. Sanghavi	42,596	0.00	-	-	-	-	-	-	-	-	-	-	-

Note 1: IDBI Trusteeship Services Ltd. for the benefit of debentureholders of Adani Power Ltd.

Note 2: Axis Trustee Services Ltd. for the benefit of Aditya Birla Finance Ltd.

For S. B. Adani Family Trust

For Adani Properties Pvt. Ltd.

Authorised Signatory

Signature of Authorised Signatory

Place: Ahmedabad

Date: 19-02-2016



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