

May 27, 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 1,12,00,000 equity shares of APSEZL of Gautam S Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust)
2. Creation of pledge on 28,00,000 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



[Handwritten Signature]
Authorised Signatory

For, Adani Properties Private Limited





[Handwritten Signature]
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		27-05-2016											
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 (*)	Promoter holding in the target company (1)	Promoter holding already encumbered (2)	Details of events pertaining to encumbrance (3)										
No. of shares	% of total share capital	No. of shares	% of total share capital										
Type of event (creation / release / invocation / invocation)	Date of creation / release of encumbrance	Type of encumbrance (pledge /lien/non disposal undertaking/ot hers)	Reason for encumbrance **										
No. of shares	% of total share capital	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)]]	No. of shares	% of total share capital										
Gautam S. Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	87,73,17,807	42.36	35,87,41,793	17.32	creation	23-05-2016	Pledge	Loan raised by Group Company	21,00,000	0.10	Indusind Bank Ltd.	-	-
			6,75,000	0.03	Loan raised by Group Companies				10,12,500	0.05	STCI Ltd.	-	-
			10,12,500	0.05					16,00,000	0.08	Kotak Mahindra Prime Ltd.	-	-
			16,00,000	0.08	Loan raised by Group Company				16,00,000	0.08	Kotak Mahindra Investments Ltd.	-	-
Adani Properties Pvt. Ltd.	14,05,12,153	6.78	9,18,01,388	4.43	creation	23-05-2016	pledge	Debtentures issued by Group Company	32,00,000	0.15	Refer Note 1 below	36,99,41,793	17.86
Vinod Shantilal Adani	13,07,94,953	6.32	-	-	-	-	-	Loan raised by Company	28,00,000	0.14	Refer Note 2 below	9,46,01,388	4.57
Ventura Power Investments Pvt. Ltd.	52,08,562	0.25	-	-	-	-	-	-	-	-	-	-	-

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 / others)	Reason for encumbrance **	Number	% of total share capital	Name of the entity in whose favour shares encumbered ***	
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	-	-	-	-	-	-	-	-	-	-
Worldwide Emerging Market Holding Ltd.	15,00,000	0.07	-	-	-	-	-	-	-	-	-	-
Bhavik B. Shah	57,255	0.00	-	-	-	-	-	-	-	-	-	-
Rakesh R. Shah	8,93,103	0.04	1,41,230	0.01	-	-	-	-	-	-	-	0.01
Surekha B. Shah	1,55,018	0.01	-	-	-	-	-	-	-	-	-	-
Priti R. Shah	3,16,885	0.02	2,76,810	0.01	-	-	-	-	-	-	-	0.01
Vinod N. Sanghavi	42,596	0.00	-	-	-	-	-	-	-	-	-	-

Note 1: Axis Trustee Services Ltd. for the benefit of debentureholders of Adani Properties Pvt. 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.



[Signature]
Authorised Signatory

[Signature]
Authorised Signatory
Signature of Authorised Signatory
Place: Ahmedabad
Date: 27-05-2016

* The name of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge etc.

*** This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender