



March 31, 2017

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

To:
The Company Secretary
Adani Transmission Limited
Adani House, Near Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009

Sub: Disclosure under regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [hereinafter "Takeover Regulations"] regarding transfer of equity shares of Adani Transmission Limited (ATL)


Dear Sir,

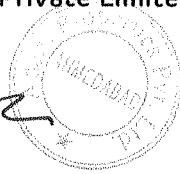
Please find attached herewith disclosure in the prescribed format u/r. 29(2) of Takeover Regulations relating to transfer of aggregate **9,94,91,719 (9.05%) equity shares of Adani Transmission Limited** from 29th March, 2017 to 30th March, 2017 being the dates of inter-se transfer of equity shares held by the Company to Parsa Kente Rail Infra Private Limited.

This is in compliance with Regulation 29(2) of Takeover Regulations.

Kindly take the same on record.

For **Adani Properties Private Limited**


Authorised Signatory



Encl: a/a.

Adani Properties Pvt. Ltd
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Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Adani Transmission Limited ("ATL")		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p>(1) Parsa Kente Rail Infra Pvt. Ltd. (hereinafter the "Acquirer /Transferee")</p> <p>(2) Adani Properties Pvt. Ltd. ("Transferor")</p> <p>Persons acting in concert with the Acquirer: Other shareholders of ATL belonging to its promoter and promoter group, namely: (i) Shri Gautam S. Adani & Shri Rajesh S. Adani (On behalf of S. B. Adani Family Trust); (ii) Shri Vinod S. Adani; (iii) Pan Asia Trade & Investment Pvt. Ltd. ; (iv) Shri Gautam S. Adani & Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust); (hereinafter the "PAC")</p>		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<p>Before the sale under consideration, holding of <u>Acquirer, Transferor and PAC:</u></p> <p>a) Shares carrying voting rights</p> <p>b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/</p>	<p>Prior to the present Transfer, Acquirer held Nil Equity Shares of ATL.</p> <p>Seller along with PAC held 82,39,63,479 (74.92%) equity shares carrying voting rights of ATL as detailed in Annexure 1 attached herewith.</p>		



<p>others)</p> <p>e) Voting rights (VR) otherwise than by equity shares</p> <p>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)</p>			
e) Total (a+b+c+d)	82,39,63,479	74.92%	74.92%
Details of acquisition/sale			
<p>a) Shares carrying voting rights acquired/sold</p> <p>b) VRs acquired /sold otherwise than by shares</p> <p>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold</p> <p>d) Shares encumbered / invoked/released by the acquirer.</p>	<p>9,94,91,719 (9.05%) Equity Shares carrying voting rights has been Transferred by the Transferor to Acquirer as detailed in Annexure 1.</p>		
e) Total (a+b+c+/-d)	9,94,91,719	9.05%	9.05%
After the acquisition/sale, holding of Acquirer, Transferor and PAC:			
a) Shares carrying voting rights	<p>After the present transfer, Transferor hold Nil Equity Shares while Acquirer hold 9,94,91,719 (9.05%) and PAC hold 72,44,71,760 (65.87%) aggregating to 82,39,63,479 (74.92%) Equity Shares carrying voting rights of ATL as detailed in</p>		



<p>b) Shares encumbered with the acquirer c) VRs otherwise than by equity shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</p>	<p>Annexure 1 attached herewith.</p>		
<p>e) Total (a+b+c+d)</p>	<p>82,39,63,479</p>	<p>74.92%</p>	<p>74.92%</p>
<p>Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)</p>	<p>Off Market - Transferor has transferred aggregate 9,94,91,719 (9.05%) of equity shares of ATL to Acquirer on 29-03-2017 & 30-03-2017 being the dates of off market transaction of inter-se transfer of equity shares of ATL by Transferor to Acquirer.</p>		
<p>Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable</p>	<p>29th day of March, 2017 & 30th day of March, 2017 being the dates of off market transaction of inter-se transfer of equity shares of ATL by Transferor to Acquirer.</p>		
<p>Equity share capital / total voting capital of the TC before the said acquisition/sale</p>	<p>Equity Share Capital of TC, i.e. ATL, before the said transfer of Equity Shares by the Transferor = = Rs. 10,99,81,00,830 (1,09,98,10,083 equity shares of face value of Rs. 10 each)</p>		
<p>Equity share capital/ total voting capital of the TC after the said acquisition/sale</p>	<p>Equity Share Capital of TC, i.e. ATL, after the said transfer of Equity Shares by the Transferor = Rs. 10,99,81,00,830 (1,09,98,10,083 equity shares of face value of Rs. 10 each)</p>		
<p>Total diluted share/voting capital of the TC after the said acquisition/sale</p>	<p>Diluted Equity Share Capital of TC, i.e. ATL = Rs. 10,99,81,00,830 (1,09,98,10,083 equity shares of face value of Rs. 10 each)</p>		



Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Note: Transferor has transferred 8,50,89,065 equity shares of ATL on 29-03-2017 & 1,44,02,654 equity shares of ATL on 30-03-2017 aggregating to 9,94,91,719 (9.05%) of equity shares of ATL through off market transaction of inter-se transfer of equity shares of ATL to the Acquirer.

For Adani Properties Pvt. Ltd.



Authorised Signatory



Place: Ahmedabad

Date: 31-03-2017

Name of Target Company(TC): Adani Transmission Limited (ATL)

Sr. No.	Name of Acquirer	Before the acquisition under consideration, holding of Acquirer and PAC:						After the acquisition under consideration, holding of Acquirer and PAC:						
		No. of shares carrying voting rights	No. of Warrants that entitles the Acquirer to receive shares carrying voting rights in the TC	% w.r.t total share/voting capital wherever applicable	% w.r.t total diluted share / voting capital of the TC	No. of shares	No. of Warrants that entitles the Acquirer to receive shares carrying voting rights in the TC	% w.r.t total share/voting capital wherever applicable	% w.r.t total diluted share / voting capital of the TC	No. of shares	No. of Warrants that entitles the Acquirer to receive shares carrying voting rights in the TC	% w.r.t total share/voting capital wherever applicable	% w.r.t total diluted share / voting capital of the TC	
1	Parsa Kente Rail Infra Pvt. Ltd.	-	-	-	-	9,94,91,719	-	9.05	9,94,91,719	-	9.05	9,94,91,719	-	9.05
	Total (a) - Acquirer	-	-	0.00	0.00	9,94,91,719	-	9.05	9,94,91,719	-	9.05	9,94,91,719	-	9.05
Details of Shareholders who are PAC with the Acquirer (including Transferor)														
2	Adani Properties Pvt. Ltd.	9,94,91,719	-	9.05	9.05	(9,94,91,719)	-	-9.05	-	0	-	-	-	-
3	Shri Gautam S. Adani & Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	62,11,97,910	-	56.48	56.48	-	-	-	-	62,11,97,910	-	56.48	56.48	56.48
4	Vinod Shantilal Adani	9,07,49,100	-	8.25	8.25	-	-	-	-	9,07,49,100	-	8.25	8.25	8.25
5	Pan Asia Trade & Investment Pvt. Ltd.	36,88,000	-	0.34	0.34	-	-	-	-	36,88,000	-	0.34	0.34	0.34
6	Shri Gautam S. Adani & Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	88,36,750	-	0.80	0.80	-	-	-	-	88,36,750	-	0.80	0.80	0.80
	Total (b) - PAC	82,39,63,479	-	74.92	74.92	-	-	-	-	72,44,71,760	-	65.87	65.87	65.87
	Grand Total (a) + (b) (consisting of holding of Promoter and Promoter Group)	82,39,63,479	-	74.92	74.92	-	-	-	-	82,39,63,479	-	74.92	74.92	74.92

Notes:

1	Transferor has transferred to the Acquirer aggregate 9,94,91,719 (9.05%) of equity shares of ATL on 29-03-2017 & 30-03-2017 being the dates of inter-se transfer of equity shares of ATL by Transferor to Acquirer.
2	Shareholding of Mr. Bhavik B. Shah, Mrs. Surekha B. Shah, Mr. Rakesh R. Shah, Mrs. Priti R. Shah and Mr. Vinod Sanghavi has not been considered under "Promoter Group" shareholding pursuant to approval of BSE Ltd. and National Stock Exchange of India Ltd. to reclassification of their shareholding to "Public" category under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

For Adani Properties Pvt. Ltd.
 Authorised Signatory
 Date: 31-03-2017
 Place: Ahmedabad