

PAN ASIA TRADE & INVESTMENT PRIVATE LIMITED

(Company No. - C144859)

Regd. Office: Suite 501, St. James Court, St. Denis Street, Port Louis, Mauritius

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March 28, 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

Sub: Disclosure / Report under regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [hereinafter "Takeover Regulations"] regarding acquisition of equity shares of Adani Ports and Special Economic Zone Limited (APSEZL)

Dear Sir,

Please find attached herewith disclosure / report in the prescribed format u/r. 10(6) of Takeover Regulations relating to acquisition of **52,08,562 (0.25%) equity shares of Adani Ports and Special Economic Zone Limited** on 24th day of March, 2017 being the date from which the Scheme of Amalgamation of Ventura Power Investments Private Limited ("Transferor") with Pan Asia Trade & Investment Pvt. Ltd. ("Acquirer") sanctioned by the Registrar of Companies, Republic of Mauritius, is effective.

This is in compliance with Regulation 10(6) of Takeover Regulations.

Kindly take the same on record.

For **Pan Asia Trade & Investment Pvt. Ltd.**



Authorised Signatory

Encl:a/a.

Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Adani Ports and Special Economic Zone Ltd. (APSEZL)
2.	Name of the acquirer(s)	<p>(1) Pan Asia Trade & Investment Pvt. Ltd. (hereinafter the “Acquirer /Transferee”)</p> <p>(2) Ventura Power Investments Pvt. Ltd. (“Transferor”)</p> <p>Persons acting in concert with the Acquirer: Other shareholders of APSEZL 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) Adani Properties Pvt. Ltd.; (iv) Shri Gautam S. Adani & Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust); (V) Shri Rajesh S. Adani & Smt. Shilin R. Adani (on behalf of Rajesh S. Adani Family Trust) (vi) Worldwide Emerging Market Holding Ltd; (vii) Universal Trade and Investments Ltd; (viii) Afro Asia Trade and Investments Ltd; (hereinafter the “PAC”)</p>
3.	Name of the stock exchange where shares of the TC are listed	BSE Ltd. National Stock Exchange of India Ltd.
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition	Acquirer has acquired 52,08,562 (0.25%) of equity shares of APSEZL from Transferor



	of shares.	pursuant to scheme of amalgamation of the Transferor with the Acquirer sanctioned by the Registrar of Companies, Republic of Mauritius effective from 24-03-2017.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(d)(iii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange. –	No Not applicable Not applicable	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller Ventura Power Investments Ltd.	No	Not applicable
	b. Date of acquisition 24-03-2017	No	Not applicable
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above: 52,08,562 equity shares of APSEZL	No	Not applicable
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC 0.25% of diluted share capital of	No	Not applicable



	APSEZL		
	e. Price at which shares are proposed to be acquired / actually acquired Not applicable – Shares acquired pursuant to scheme of amalgamation	No	Not applicable
8.	Shareholding details	Pre-Transaction	Post-Transaction
		No. of shares held	% w.r.t. to total share capital of TC
	Each Acquirer / Transferee(*) –	As per Annexure 1 attached herewith	
	Each Seller / Transferor –		

For **Pan Asia Trade & Investment Pvt. Ltd.**



Authorised Signatory

Date: 28-03-2017

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Name of Target Company(TC): Adani Ports & Special Economic Zone Limited (APSEZL)

Shareholding details	Before the proposed transaction		After the proposed transaction	
	No. of shares / voting rights	% w.r.t total share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
Details of Acquirer/Transferee				
Pan Asia Trade & Investment Pvt. Ltd.	0	0.00	5,208,562	0.25
Total - Acquirers - (a)	0	0.00	5,208,562	0.25

Details of Seller/Transferor

Ventura Power Investments Pvt. Ltd.	5,208,562	0.25	0	0.00
Total - Seller - (b)	5,208,562	0.25	0	0.00

Details of Persons acting in concert (PAC) with the Acquirer i.e. Other shareholders of APSEZL belonging to promoter and promoter group of APSEZL

Gautam S. Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	877,317,807	42.36	877,317,807	42.36
Vinod S. Adani	130,794,953	6.32	130,794,953	6.32
Adani Properties Pvt. Ltd.	140,512,153	6.78	140,512,153	6.78
Gautam S. Adani & Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	12,480,142	0.60	12,480,142	0.60
Rajesh S. Adani & Shilin R. Adani (on behalf of Rajesh S. Adani Family Trust)	30,000	0.00	30,000	0.00
Worldwide Emerging Market Holding Ltd.	35,448,500	1.71	35,448,500	1.71
Universal Trade and Investments Ltd.	37,263,021	1.80	37,263,021	1.80
Afro Asia Trade and Investments Ltd.	30,495,739	1.47	30,495,739	1.47
Total - PAC (c)	1,264,342,315	61.05	1,264,342,315	61.05
Grand Total (a+b+c)	1,269,550,877	61.30	1,269,550,877	61.30