



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

**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)**


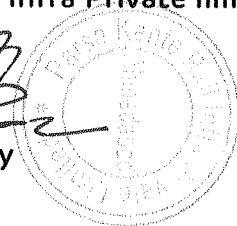
Dear Sir,

Please find attached herewith disclosure / report in the prescribed format u/r. 10(6) of Takeover Regulations relating to acquisition of aggregate **14,05,12,153 (6.78%) equity shares of Adani Ports and Special Economic Zone Limited** from 29<sup>th</sup> March, 2017 to 31<sup>st</sup> March, 2017 being the dates of inter-se transfer of equity shares held by Adani Properties Private Limited to Parsa Kente Rail Infra Private limited.

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

Kindly take the same on record.

For **Parsa Kente Rail Infra Private limited**

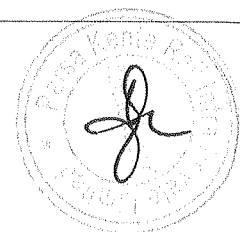
  


**Authorised Signatory**

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) 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 APSEZL belonging to its promoter and promoter group, namely: (i) Shri Gautam S. Adani &amp; Shri Rajesh S. Adani (On behalf of S. B. Adani Family Trust); (ii) Shri Rajesh S. Adani &amp; Smt. Shiln R. Adani (On behalf of Rajesh S. Adani Family Trust); (iii) Shri Vinod S. Adani; (iv) Pan Asia Trade &amp; Investment Pvt. Ltd. ; (v) Shri Gautam S. Adani &amp; Smt. Priti G. Adani (on behalf of Gautam 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 of shares.	Acquirer has acquired aggregate 14,05,12,153 (6.78%) of equity shares of APSEZL from Transferor on 29-03-2017, 30-03-2017 &



		31-03-2017 being the date of inter-se transfer of shares.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(a)(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.	Yes  Yes disclosure was made within the timeline specified under the regulations.  21 <sup>st</sup> day of March, 2017.	
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 <b>Adani Properties Pvt. Ltd.</b>	Yes	Yes
	b. Date of acquisition <b>29-03-2017, 30-03-2017 &amp; 31-03-2017</b>	Yes	Yes
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above <b>14,05,12,153 equity shares of APSEZL</b>	Yes	Yes
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC <b>6.78% diluted share capital of</b>	Yes	Yes

APSEZL			
e. Price at which shares are proposed to be acquired / actually acquired		Yes	Yes
f. Rs. 19.90/- per equity share			
8. Shareholding details		Pre-Transaction	Post-Transaction
		No. of shares held	% w.r.t. to total share capital of TC
		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 –			

Note: Acquirer has acquired 13,06,35,852 equity shares of APSEZL on 29-03-2017, 38,27,913 equity shares of APSEZL on 30-03-2017 & 60,48,388 equity shares of APSEZL on 31-03-2017 aggregating to 14,05,12,153 (6.78%) of equity shares of APSEZL through off market transaction of inter-se transfer of equity shares of APSEZL from the Transferor.

For Parsa Kente Rail Infra Pvt. Ltd.

Authorised Signatory

Date: 31-03-2017

Place: Ahmedabad

**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.

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Name of Target Company(TC): Adani Ports &amp; 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
<b>Details of Acquirer/Transferee</b>				
Parsa Kente Rail Infra Pvt. Ltd.	0	0.00	14,05,12,153	6.78
<b>Total - Acquirers - (a)</b>	<b>0</b>	<b>0.00</b>	<b>14,05,12,153</b>	<b>6.78</b>

**Details of Seller/Transferor**

Adani Properties Pvt. Ltd.	14,05,12,153	6.78	0	0.00
<b>Total - Seller - (b)</b>	<b>14,05,12,153</b>	<b>6.78</b>	<b>0</b>	<b>0.00</b>

**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)	87,73,17,807	42.36	87,73,17,807	42.36
Vinod S. Adani (Refer Note below)	13,07,94,953	6.32	13,07,94,953	6.32
Pan Asia Trade & Investment Pvt. Ltd.	52,08,562	0.25	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	1,24,80,142	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.	3,54,48,500	1.71	3,54,48,500	1.71
Universal Trade and Investments Ltd.	3,72,63,021	1.80	3,72,63,021	1.80
Afro Asia Trade and Investments Ltd.	3,04,95,739	1.47	3,04,95,739	1.47
<b>Total - PAC (c)</b>	<b>1,12,90,38,724</b>	<b>54.52</b>	<b>1,12,90,38,724</b>	<b>54.52</b>
<b>Grand Total (a+b+c)</b>	<b>1,26,95,50,877</b>	<b>61.30</b>	<b>1,26,95,50,877</b>	<b>61.30</b>

For, Parsa Kente Rail Infra Private Limited


  
Director/Authorized Signatory