



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(1) and 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [hereinafter "Takeover Regulations"] regarding acquisition of equity shares of Adani Transmission Limited (ATL)**


Dear Sir,

Please find attached herewith disclosure in the prescribed format u/r. 29(1) and 29(2) of Takeover Regulations relating to acquisition of aggregate **9,94,91,719 (9.05%) equity shares of Adani Transmission Limited** on 29<sup>th</sup> & 30<sup>th</sup> day of March, 2017 being the date of inter-se transfer of equity shares held by Adani Properties Private Limited to Parsa Kente Rail Infra Private Limited.

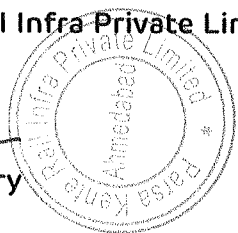
This is in compliance with Regulation 29(1) and 29(2) of Takeover Regulations.

Kindly take the same on record.

For Parsa Kente Rail Infra Private Limited

  
Authorised Signatory

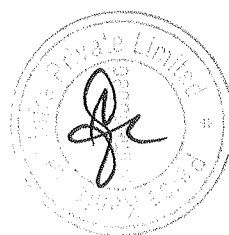
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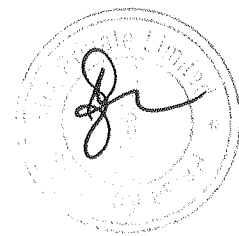
**Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part –A- Details of the Acquisition**

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 &amp; Shri Rajesh S. Adani (On behalf of S. B. Adani Family Trust); (ii) Shri Vinod S. Adani; (iii) Pan Asia Trade &amp; Investment Pvt. Ltd. ; (iv) Shri Gautam S. Adani &amp; 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 as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable(*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>



<p><b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b></p> <p>a) Shares carrying voting rights</p> <p>b) <del>Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)</del></p> <p>c) <del>Voting rights (VR) otherwise than by equity shares</del></p> <p>d) <del>Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)</del></p>	<p>Prior to the present acquisition, 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 <b>Annexure 1</b> attached herewith.</p>		
<p><b>e) Total (a+b+c+d)</b></p>	82,39,63,479	74.92%	74.92%
<p><b>Details of acquisition</b></p> <p>a) Shares carrying voting rights acquired</p> <p>b) <del>VRs acquired otherwise than by equity shares</del></p> <p>c) <del>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.</del></p> <p>d) <del>Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)</del></p>	<p>9,94,91,719 (9.05%) Equity Shares carrying voting rights has been acquired by the Acquirer from Transferor as <b>detailed in Annexure1.</b></p>		
<p><b>e) Total (a+b+c+/-d)</b></p>	9,94,91,719	9.05%	9.05%





Equity share capital/ total voting capital of the TC after the said acquisition	Equity Share Capital of TC, i.e. ATL, after the said acquisition = Rs. 10,99,81,00,830 (1,09,98,10,083 equity shares of face value of Rs. 10 each)
Total diluted share/voting capital of the TC after the said acquisition	Diluted Equity Share Capital of TC, i.e. ATL, after the said acquisition = Rs. 10,99,81,00,830 (1,09,98,10,083 equity shares of face value of Rs. 10 each)

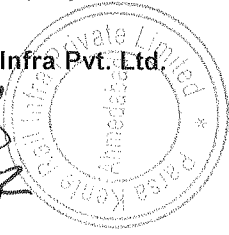
Note: Acquirer has acquired 8,50,89,065 equity shares of ATL on 29-03-2017 & 1,44,02,654 equity shares of ATL on 30-03-2017 aggregating to 9,94,91,719 (9.05%) of equity shares of ATL through off market transaction of inter-se transfer of equity shares of ATL from the Acquirer.

For Parsa Kente Rail Infra Pvt. Ltd.

Authorised Signatory

Place: Ahmedabad

Date: 31-03-2017



## Name of Target Company(TO): Adani Transmission Limited (ATL)

Sr. No.	Name of Acquirer	Before the acquisition under consideration, holding of Acquirer and PAC:				Details of Acquisition				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	9.05	9,94,91,719	-	9.05	9.05
	<b>Total (a) - Acquirer</b>	-	-	0.00	0.00	<b>9,94,91,719</b>	-	<b>9.05</b>	<b>9.05</b>	<b>9,94,91,719</b>	-	<b>9.05</b>	<b>9.05</b>
<b>Details of Shareholders who are PAC with the Acquirer (including Transferor)</b>													
2	Adani Properties Pvt. Ltd.	9,94,91,719	-	9.05	9.05	(9,94,91,719)	-	-9.05	-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
4	Vinod Shantilal Adani	9,07,49,100	-	8.25	8.25	-	-	-	-	9,07,49,100	-	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
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
	<b>Total (b) - PAC</b>	<b>82,39,63,479</b>	-	<b>74.92</b>	<b>74.92</b>	-	-	-	-	<b>72,44,71,760</b>	-	<b>65.87</b>	<b>65.87</b>
	<b>Grand Total (a) + (b) (consisting of holding of Promoter and Promoter Group)</b>	<b>82,39,63,479</b>	-	<b>74.92</b>	<b>74.92</b>	-	-	-	-	<b>82,39,63,479</b>	-	<b>74.92</b>	<b>74.92</b>

Notes:

- Acquirer has acquired 9,94,91,719 (9.05%) of equity shares of ATL from Transferor on 29-03-2017 & 30-03-2017 being the dates of inter-se transfer of equity shares of ATL by Transferor to Acquirer.
- 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 Parsa Kente Rail Infra Pvt. Ltd.


  
Authorised Signatory

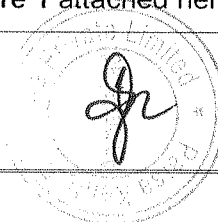
Date: 31-03-2017

Place: Ahmedabad

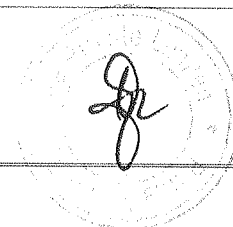


**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

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 &amp; Shri Rajesh S. Adani (On behalf of S. B. Adani Family Trust); (ii) Shri Vinod S. Adani; (iii) Pan Asia Trade &amp; Investment Pvt. Ltd. ; (iv) Shri Gautam S. Adani &amp; 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	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable</b> (*)	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<p><b>Before the acquisition under consideration, holding of <u>Acquirer and PAC</u>:</b></p> <p>a) Shares carrying voting rights</p> <p>b) <del>Shares in the nature of encumbrance</del></p>	<p>Prior to the present acquisition, 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 <b>Annexure 1</b> attached herewith.</p>		

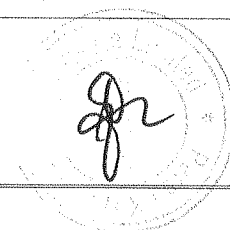


<p>(pledge/ lien/non-disposal undertaking/ others)</p> <p>c) <del>Voting rights (VR) otherwise than by equity shares</del></p> <p>d) <del>Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)</del></p>			
<p>e) <b>Total (a+b+c+d)</b></p>	<p>82,39,63,479</p>	<p>74.92%</p>	<p>74.92%</p>
<p><b>Details of acquisition/sale holding of Acquirer</b></p> <p>a) Shares carrying voting rights acquired/sold</p> <p>b) <del>VRs acquired /sold otherwise than by shares</del></p> <p>c) <del>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</del></p> <p>d) <del>Shares encumbered / invoked/released by the acquirer.</del></p>	<p>9,94,91,719 (9.05%) Equity Shares carrying voting rights has been acquired by the Acquirer from Transferor as detailed in Annexure1.</p>		
<p>e) <b>Total (a+b+c+/-d)</b></p>	<p>9,94,91,719</p>	<p>9.05%</p>	<p>9.05%</p>
<p><b>After the acquisition/sale, holding of Acquirer and PAC:</b></p> <p>a) Shares carrying voting rights</p>	<p>After the present acquisition, 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</p>		





<p>b) <del>Shares encumbered with the acquirer</del>  c) <del>VRs otherwise than by equity shares</del>  d) <del>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</del></p>	<p>detailed in <b>Annexure 1</b> attached herewith.</p>		
<p>e) <b>Total (a+b+c+d)</b></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 - Acquirer has acquired aggregate 9,94,91,719 (9.05%) of equity shares of ATL from Transferor on 29-03-2017 &amp; 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>29<sup>th</sup> day of March, 2017 &amp; 30<sup>th</sup> 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 acquisition of Equity Shares by the Acquirer = 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 acquisition of Equity Shares by the Acquirer = 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:** Acquirer has acquired 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 from the Acquirer.

For Parsa Kante Rail Infra Pvt. Ltd.

Authorised Signatory

Place: Ahmedabad

Date: 31-03-2017

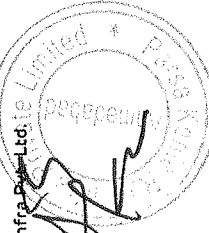


## Name of Target Company(TC): Adani Transmission Limited (ATL)

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
	<b>Total (a) - Acquirer</b>	-	-	0.00	0.00	9,94,91,719	-	9.05	9,94,91,719	-	9.05	9,94,91,719	-	9.05
<b>Details of Shareholders who are PAC with the Acquirer (including Transferor)</b>														
2	Adani Properties Pvt. Ltd.	9,94,91,719	-	9.05	9.05	(9,94,91,719)	-	-9.05	-	-	-	-	-	-
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	62,11,97,910	-	56.48
4	Vinod Shantilal Adani	9,07,49,100	-	8.25	8.25	-	-	-	9,07,49,100	-	8.25	9,07,49,100	-	8.25
5	Pan Asia Trade & Investment Pvt. Ltd.	36,88,000	-	0.34	0.34	-	-	-	36,88,000	-	0.34	36,88,000	-	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	88,36,750	-	0.80
	<b>Total (b) - PAC</b>	<b>82,39,63,479</b>	-	<b>74.92</b>	<b>74.92</b>	-	-	-	<b>74,44,71,760</b>	-	<b>65.87</b>	<b>82,39,63,479</b>	-	<b>65.87</b>
	<b>Grand Total (a) + (b) (consisting of holding of Promoter and Promoter Group)</b>	<b>82,39,63,479</b>	-	<b>74.92</b>	<b>74.92</b>	-	-	-	<b>82,39,63,479</b>	-	<b>74.92</b>	<b>82,39,63,479</b>	-	<b>74.92</b>

## Notes:

- Acquirer has acquired 9,94,91,719 (9.05%) of equity shares of ATL from Transferor on 29-03-2017 & 30-03-2017 being the dates of inter-se transfer of equity shares of ATL by Transferor to Acquirer.
- 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 Parsa Kente Rail Infra Pvt. Ltd.  
 Authorised Signatory  
 Date: 31-03-2017  
 Place: Ahmedabad