



April 5, 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 31<sup>st</sup> March, 2017 being the date of Certificate of Registration on Conversion of Parsa Kente Rail Infra Pvt. Ltd. ("Transferor") into Limited Liability Partnership with the name Parsa Kente Rail Infra LLP ("Acquirer") as received from Registrar of Companies, Gujarat.

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 LLP**

  
**Authorised Signatory**



Encl: a/a.

Parsa Kente Rail Infra LLP  
801, Shikhar Complex,  
Srimali Soc., Navrangpura,  
Ahmedabad-380 009  
Gujarat, India  
LLP identification No.:AAJ-0233  
Registered with Limited Liability

Tel +91 79 2656 5555  
Fax +91 79 2656 5500  
info@adani.com  
www.adani.com

Registered Office: 801, Shikhar Complex, Srimali Soc., Navrangpura, Ahmedabad 380 009, Gujarat, India

**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	(1) Parsa Kente Rail Infra LLP (hereinafter the " <b>Acquirer /Transferee</b> ")  (2) Parsa Kente Rail Infra Pvt. Ltd. (" <b>Transferor</b> ")  <p align="center"><b>[Refer Notes below]</b></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) Pan Asia Trade & Investment Pvt. Ltd. ; (iii) Shri Gautam S. Adani & Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust); (iv) Worldwide Emerging Market Holding Ltd; (v) Universal Trade and Investments Ltd. ; (vi) Afro Asia Trade and Investments Ltd. (hereinafter the " <b>PAC</b> ")		
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>Transferor 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 <b>as detailed in Annexure1.</b></p>		
<p><b>e) Total (a+b+c+/-d)</b></p>	9,94,91,719	9.05%	9.05%



<p>After the acquisition, holding of acquirer along with PACs of:</p> <p>a) Shares carrying voting rights</p> <p>b) <del>Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) Shares pledged with the acquirer.</del></p> <p>c) <del>VRs 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) after acquisition</del></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 detailed in <b>Annexure 1</b> attached herewith.</p>		
<p>e) <b>Total (a+b+c)</b></p>	<p>82,39,63,479</p>	<p>74.92%</p>	<p>74.92%</p>
<p>Mode of acquisition (e.g. open 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 31-03-2017 being the date of Certificate of Registration on Conversion as received from Registrar of Companies, Gujarat.</p>		
<p>Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.</p>	<p>Existing fully paid up equity shares of ATL having face value of Rs. 10 each.</p>		
<p>Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.</p>	<p>31-03-2017 being the date of Certificate of Registration on Conversion as received from Registrar of Companies, Gujarat.</p>		
<p>Equity share capital / total voting capital of the TC before the said acquisition</p>	<p>Equity Share Capital of TC, i.e. ATL, before the said acquisition = Rs. 10,99,81,00,830 (1,09,98,10,083 equity shares of face value of Rs. 10 each)</p>		



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)

**Notes:**

1. Parsa Kente Rail Infra Pvt. Ltd. (Transferor) ceased to exist from 31-03-2017 as it has been converted into Limited Liability Partnership (LLP) with the name Parsa Kente Rail Infra LLP (Acquirer) w.e.f. 31-03-2017 being the date of Certificate of Registration on Conversion as received from Registrar of Companies, Gujarat.
2. Accordingly, disclosure is being made by the Acquirer for intimation of change in its constitution from Pvt. Company to LLP.
3. Transfer of shares from demat account of Transferor to the demat account of Acquirer is under process. Accordingly, Shares are held in the demat account of Transferor until the demat account of Acquirer is opened.

For Parsa Kente Rail Infra LLP

Authorised Signatory

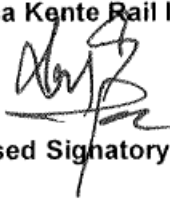


A handwritten signature in black ink is written over a circular stamp. The stamp contains the text 'PARSA KENTE RAIL INFRA LLP' around the perimeter and a small star in the center.

Place: Ahmedabad

Date: 05-04-2017

For Parsa Kente Rail Infra LLP



Authorised Signatory



Place: Ahmedabad

Date: 05-04-2017

**Signature of the acquirer / Authorised Signatory**

**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.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

## Name of Target Company(TC): 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	% w.r.t total share/voting capital wherever applicable	No. of Warrants that entitles the Acquirer to receive shares carrying voting rights in the TC	% 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 applicable 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 LLP	-	-	-	-	99,491,719	-	9.05	9.05	99,491,719	-	9.05	9.05
	<b>Total (a) - Acquirer</b>	-	0.00	-	0.00	99,491,719	-	9.05	9.05	99,491,719	-	9.05	9.05
<b>Details of Shareholders who are PAC with the Acquirer (including Transferor)</b>													
2	Parsa Kente Rail Infra Pvt. Ltd. (Transferor)	99,491,719	9.05	-	9.05	(99,491,719)	-	-9.05	-9.05	0	-	-	-
3	Shri Gautam S. Adani & Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	621,197,910	56.48	-	56.48	-	-	-	-	621,197,910	-	56.48	56.48
4	Pan Asia Trade & Investment Pvt. Ltd.	3,688,000	0.34	-	0.34	-	-	-	-	3,688,000	-	0.34	0.34
5	Shri Gautam S. Adani & Smt Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	8,836,750	0.80	-	0.80	-	-	-	-	8,836,750	-	0.80	0.80
6	Worldwide Emerging Market Holding Ltd.	30,249,700	2.75	-	2.75	-	-	-	-	30,249,700	-	2.75	2.75
7	Universal Trade and Investments Ltd.	30,249,700	2.75	-	2.75	-	-	-	-	30,249,700	-	2.75	2.75
8	Afro-Asia Trade and Investments Ltd.	30,249,700	2.75	-	2.75	-	-	-	-	30,249,700	-	2.75	2.75
	<b>Total (b) - PAC including Transferor</b>	<b>823,963,479</b>	<b>74.92</b>	-	<b>74.92</b>	<b>(99,491,719)</b>	-	<b>-9.05</b>	<b>-9.05</b>	<b>724,471,760</b>	-	<b>65.87</b>	<b>65.87</b>
	<b>Grand Total (a) + (b) (consisting of holding of Promoter and Promoter Group)</b>	<b>823,963,479</b>	<b>74.92</b>	-	<b>74.92</b>	<b>823,963,479</b>	-	<b>74.92</b>	<b>74.92</b>	<b>823,963,479</b>	-	<b>74.92</b>	<b>74.92</b>

Notes:

1	Acquirer has acquired aggregate 9,94,91,719 (9.05%) of equity shares of ATL pursuant to conversion of Transferor from Private Limited Company into Limited Liability Partnership w.e.f. 31-03-2017 being the date of Certificate of Registration on Conversion as received from Registrar of Companies, Gujarat.
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 Parsa Kente Rail Infra LLP



Authorized Signatory

Date: 05-04-2017

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	(1) Parsa Kente Rail Infra LLP (hereinafter the "Acquirer /Transferee") (2) Parsa Kente Rail Infra Pvt. Ltd. ("Transferor") <p align="center"><b>[Refer Notes below]</b></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) Pan Asia Trade & Investment Pvt. Ltd. ; (iii) Shri Gautam S. Adani & Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust); (iv) Worldwide Emerging Market Holding Ltd; (v) Universal Trade and Investments Ltd. ; (vi) Afro Asia Trade and Investments Ltd. (hereinafter the "PAC")		
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>
	(*)		
<b>Before the acquisition under consideration, holding of <u>Acquirer and PAC</u>:</b> a) Shares carrying voting rights	Prior to the present acquisition, Acquirer held Nil Equity Shares of ATL. Transferor along with PAC held 82,39,63,479		





<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>	(74.92%) equity shares carrying voting rights of ATL as detailed in <b>Annexure 1</b> attached herewith.		
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e) <b>Total (a+b+c+d)</b>	82,39,63,479	74.92%	74.92%
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<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>	9,94,91,719 (9.05%) Equity Shares carrying voting rights has been acquired by the Acquirer from Transferor as detailed in <b>Annexure1</b> .		
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e) <b>Total (a+b+c+/-d)</b>	9,94,91,719	9.05%	9.05%
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<b>After the acquisition/sale, holding of Acquirer and PAC:</b>	After the present acquisition, Acquirer hold 9,94,91,719 (9.05%) and PAC hold 72,44,71,760		
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a) Shares carrying voting rights	(65.87%) aggregating to 82,39,63,479 (74.92%) Equity Shares carrying voting rights of ATL as detailed in <b>Annexure 1</b> attached herewith.		
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>			
e) <b>Total (a+b+c+d)</b>	82,39,63,479	74.92%	74.92%
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Off Market - Acquirer has acquired aggregate 9,94,91,719 (9.05%) of equity shares of ATL from Transferor on 31-03-2017 being the date of Certificate of Registration on Conversion as received from Registrar of Companies, Gujarat.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	31-03-2017 being the date of Certificate of Registration on Conversion as received from Registrar of Companies, Gujarat.		
Equity share capital / total voting capital of the TC before the said acquisition/sale	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)		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	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)		
Total diluted share/voting capital of the TC after the said acquisition/sale	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)
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**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.

**Notes:**

1. Parsa Kente Rail Infra Pvt. Ltd. (Transferor) ceased to exist from 31-03-2017 as it has been converted into Limited Liability Partnership (LLP) with the name Parsa Kente Rail Infra LLP (Acquirer) w.e.f. 31-03-2017 being the date of Certificate of Registration on Conversion as received from Registrar of Companies, Gujarat.
2. Accordingly, disclosure is being made by the Acquirer for intimation of change in its constitution from Pvt. Company to LLP.
3. Transfer of shares from demat account of Transferor to the demat account of Acquirer is under process. Accordingly, Shares are held in the demat account of Transferor until the demat account of Acquirer is opened.

**For Parsa Kente Rail Infra LLP**



**Authorised Signatory**



Place: Ahmedabad

Date: 05-04-2017

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

Sr. No.	Name of Acquirer	Before the acquisition under consideration, holding of Acquirer and PAC:				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 applicable 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 LLP	-	-	-	-	99,491,719	-	9.05	9.05	99,491,719	-	9.05	9.05
	<b>Total (a) - Acquirer</b>	-	-	0.00	0.00	<b>99,491,719</b>	-	<b>9.05</b>	<b>9.05</b>	<b>99,491,719</b>	-	<b>9.05</b>	<b>9.05</b>
<b>Details of Shareholders who are PAC with the Acquirer (including Transferor)</b>													
2	Parsa Kente Rail Infra Pvt. Ltd. (Transferor)	99,491,719	-	9.05	9.05	(99,491,719)	-	-9.05	-9.05	0	-	-	-
3	Shri Gautam S. Adani & Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	621,197,910	-	56.48	56.48	-	-	-	-	621,197,910	-	56.48	56.48
4	Pan Asia Trade & Investment Pvt. Ltd.	3,688,000	-	0.34	0.34	-	-	-	-	3,688,000	-	0.34	0.34
5	Shri Gautam S. Adani & Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	8,836,750	-	0.80	0.80	-	-	-	-	8,836,750	-	0.80	0.80
6	Worldwide Emerging Market Holding Ltd.	30,249,700	-	2.75	2.75	-	-	-	-	30,249,700	-	2.75	2.75
7	Universal Trade and Investments Ltd.	30,249,700	-	2.75	2.75	-	-	-	-	30,249,700	-	2.75	2.75
8	Afro Asia Trade and Investments Ltd.	30,249,700	-	2.75	2.75	-	-	-	-	30,249,700	-	2.75	2.75
	<b>Total (b) - PAC including Transferor</b>	<b>823,963,479</b>	-	<b>74.92</b>	<b>74.92</b>	<b>(99,491,719)</b>	-	<b>-9.05</b>	<b>-9.05</b>	<b>724,471,760</b>	-	<b>65.87</b>	<b>65.87</b>
	<b>Grand Total (a) + (b) (consisting of holding of Promoter and Promoter Group)</b>	<b>823,963,479</b>	-	<b>74.92</b>	<b>74.92</b>	<b>-</b>	-	<b>-</b>	<b>-</b>	<b>823,963,479</b>	-	<b>74.92</b>	<b>74.92</b>

Notes:

1	Acquirer has acquired aggregate 9,94,91,719 (9.05%) of equity shares of ATL pursuant to conversion of Transferor from Private Limited Company into Limited Liability Partnership w.e.f. 31-03-2017 being the date of Certificate of Registration on Conversion as received from Registrar of Companies, Gujarat.
2	Shareholding of Mr. Bhavik B. Shah, Mrs. Surekha B. Shah, Mr. Rakesh R. Shah, Mrs. Priti R. Shah and Mr. Vinod Sanghani 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 LLP



Authorised Signatory  
Date: 05-04-2017  
Place: Ahmedabad