

April 5, 2017

From:

- (i) **Worldwide Emerging Market Holding Ltd.**  
6<sup>th</sup> Floor, Tower I, Nexteracom Building,  
Ebene, Mauritius
- (ii) **Universal Trade and Investments Ltd.**  
6<sup>th</sup> Floor, Tower I, Nexteracom Building,  
Ebene, Mauritius
- (iii) **Afro Asia Trade and Investments Ltd.**  
6<sup>th</sup> Floor, Tower I, Nexteracom Building,  
Ebene, Mauritius

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 **9,07,49,100 (8.25%) equity shares of Adani Transmission Limited** by **Worldwide Emerging Market Holding Ltd., Universal Trade and Investments Ltd. and Afro Asia Trade and Investments Ltd. ("Acquirers")** as per details given below from **Mr. Vinod S. Adani (Transferor)** on **31-03-2017** being the date of inter-se transfer of equity shares held by Transferor to Acquirers.

Sr. No.	Name of Acquirer	No. of Shares acquired
1	Worldwide Emerging Market Holding Ltd.	3,02,49,700
2	Universal Trade and Investments Ltd.	3,02,49,700
3	Afro Asia Trade and Investments Ltd.	3,02,49,700
	<b>Total</b>	<b>9,07,49,100</b>

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

Kindly take the same on record.

**For and on behalf of Acquirers**



**Authorised Signatory**

Encl: a/a.

**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) Worldwide Emerging Market Holding Ltd.                  (2) Universal Trade and Investments Ltd.                  (3) Afro Asia Trade and Investments Ltd.                  (hereinafter the "Acquirers /Transferees")</p> <p>(4) Mr. Vinod Shantilal Adani ("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) Pan Asia Trade &amp; Investment Pvt. Ltd. ;(iii) Parsa Kente Rail Infra 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><del>b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)</del></p> <p><del>c) Voting rights (VR) otherwise than by equity shares</del></p> <p><del>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)</del></p>	<p>Prior to the present acquisition, Acquirers 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><del>b) VRs acquired otherwise than by equity shares</del></p> <p><del>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.</del></p> <p><del>d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)</del></p>	<p>9,07,49,100 (8.25%) Equity Shares carrying voting rights has been acquired by the Acquirers from Transferor as detailed in <b>Annexure1</b>.</p>		
<p><b>e) Total (a+b+c+/-d)</b></p>	9,07,49,100	8.25%	8.25%

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<p><b>After the acquisition, 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) 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, Acquirers hold 9,07,49,100 (8.25%) and PAC hold 73,32,14,379 (66.67%) 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 - Acquirers have acquired aggregate 9,07,49,100 (8.25%) of equity shares of ATL from Transferor on 31-03-2017 being the date of off market transaction of inter-se transfer of equity shares of ATL by Transferor to Acquirers.</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 off market transaction of inter-se transfer of equity shares of ATL by Transferor to Acquirers.</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)

Note: Each Acquirer i.e. Worldwide Emerging Market Holding Ltd. , Universal Trade and Investments Ltd. and Afro Asia Trade and Investments Ltd. has acquired 3,02,49,700 equity shares of ATL and thus, Acquirers have collectively acquired aggregate 9,07,49,100 (8.25%) of equity shares of ATL from the Transferor on 31-03-2017 through off market transaction (gift) by way of inter-se transfer of equity shares of ATL.

**For and on behalf of Acquirers**



**Authorised Signatory**

Date: 05-04-2017

**For and on behalf of Acquirers**



**Authorised Signatory**

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.

Sr. No.	Name of Acquirer	Before the acquisition under consideration, holding of Acquirer and				Details of Acquisition				After the acquisition under consideration, holding of Acquirer and			
		No. of shares carrying voting rights	No. of Warrants that entitles the Acquirer to receive 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 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 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	Worldwide Emerging Market Holding Ltd					30,249,700	2.75	2.75	30,249,700	2.75	2.75	2.75	
2	Universal Trade and Investments Ltd					30,249,700	2.75	2.75	30,249,700	2.75	2.75	2.75	
3	Adia Asia Trade and Investments Ltd					30,249,700	2.75	2.75	30,249,700	2.75	2.75	2.75	
	<b>Total (a) - Acquirers</b>					<b>90,749,100</b>	<b>8.25</b>	<b>8.25</b>	<b>90,749,100</b>	<b>8.25</b>	<b>8.25</b>	<b>8.25</b>	
<b>Details of Shareholders who are PAC with the Acquirer (including Transferor)</b>													
4	Vinod Santhlal Adani (Transferor)	90,749,100	-	6.25	0.25	(90,749,100)	0.00	-8.25	-8.25	0.00	0.00	0.00	
5	Shri Gautam S. Adani & Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	821,197,910	-	56.48	56.48	-	0.00	0.00	621,197,910	56.48	56.48	56.48	
6	Shri Gautam S. Adani & Smt Prati G. Adani (on behalf of Gautam S. Adani Family Trust)	8,536,793	-	0.80	0.80	-	0.00	0.00	8,396,790	0.80	0.80	0.80	
7	Parasa Kente Rail Infra Pvt. Ltd	39,491,719	-	9.05	9.05	-	0.00	0.00	39,491,719	9.05	9.05	9.05	
8	Pan Asia Trade & Investment Pvt. Ltd	3,888,000	-	0.34	0.34	-	0.00	0.00	3,888,000	0.34	0.34	0.34	
	<b>Total (b) - PAC including Transferor</b>	<b>823,963,479</b>	-	<b>74.92</b>	<b>74.92</b>	<b>(90,749,100)</b>	<b>0.00</b>	<b>-8.25</b>	<b>733,214,379</b>	<b>66.67</b>	<b>66.67</b>	<b>66.67</b>	
	<b>Grand Total (a) + (b) (constituting of holding of Promoter and Promoter Group)</b>	<b>823,963,479</b>	-	<b>74.92</b>	<b>74.92</b>	-	<b>0.00</b>	<b>0.00</b>	<b>823,963,479</b>	<b>74.92</b>	<b>74.92</b>	<b>74.92</b>	
Notes:													
1	Transferor has transferred aggregate 9,07,49,100 (8.25%) of equity shares of ATL to Acquirers on 31-03-2017 being the date of inter-se transfer of equity shares of ATL by Transferor to Acquirers.												
2	Parasa Kente Rail Infra Pvt. Ltd. had acquired equity shares of ATL from 29th March, 2017 to 30th March, 2017 by way of inter-se transfer of equity shares from Adani Properties Pvt. Ltd												
3	Vectura Power Investments Pvt. Ltd has been amalgamated with Pan Asia Trade & Investment Pvt. Ltd. w.e.f. 24th day of March, 2017												
4	Shareholding of Mr. Bhavik B. Shah, Mrs. Suresha B. Shah, Mr. Rakesh R. Shah, Mrs. Priti R. Shah and Mr. Vinod Sanghvi 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 and on behalf of Acquirers

Authorised Signatory

Date: 05-04-2017

**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) Worldwide Emerging Market Holding Ltd.                  (2) Universal Trade and Investments Ltd.                  (3) Afro Asia Trade and Investments Ltd.                  (hereinafter, the "Acquirers /Transferees")</p> <p>(4) Mr. Vinod Shantilal Adani ("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) Pan Asia Trade &amp; Investment Pvt. Ltd. ;(iii) Parsa Kente Rail Infra 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>Before the acquisition under consideration, holding of <u>Acquirer and PAC</u>:</p> <p>a) Shares carrying voting rights</p>	<p>Prior to the present acquisition, Acquirers held Nil Equity Shares of ATL.</p> <p>Transferor along with PAC held 82,39,63,479</p>		

X



<p><del>b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)</del></p> <p><del>c) Voting rights (VR) otherwise than by equity shares</del></p> <p><del>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)</del></p>	<p>(74.92%) equity shares carrying voting rights of ATL as detailed in <b>Annexure 1</b> attached herewith.</p>		
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<p><b>e) Total (a+b+c+d)</b></p>	<p>82,39,63,479</p>	<p>74.92%</p>	<p>74.92%</p>
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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><del>b) VRs acquired /sold otherwise than by shares</del></p> <p><del>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</del></p> <p><del>d) Shares encumbered / invoked/released by the acquirer.</del></p>	<p>9,07,49,100 (8.25%) Equity Shares carrying voting rights has been acquired by the Acquirers from Transferor <b>as detailed in Annexure 1.</b></p>		
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<p><b>e) Total (a+b+c+/-d)</b></p>	<p>9,07,49,100</p>	<p>8.25%</p>	<p>8.25%</p>
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<p><b>After the acquisition/sale, holding of Acquirer and PAC:</b></p>	<p>After the present acquisition, Acquirers hold 9,07,49,100 (8.25%) and PAC hold 73,32,14,379</p>		
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a) Shares carrying voting rights	(66.67%) 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 - Acquirers have acquired aggregate 9,07,49,100 (8.25%) of equity shares of ATL from Transferor on 31-03-2017 being the date of off market transaction of inter-se transfer of equity shares of ATL by Transferor to Acquirers.		
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 off market transaction of inter-se transfer of equity shares of ATL by Transferor to Acquirers.		
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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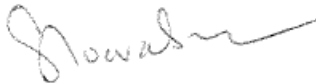
**Note:**

(\*) 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.

Note: Each Acquirer i.e. Worldwide Emerging Market Holding Ltd. , Universal Trade and Investments Ltd. and Afro Asia Trade and Investments Ltd. has acquired 3,02,49,700 equity shares of ATL and thus, Acquirers have collectively acquired aggregate 9,07,49,100 (8.25%) of equity shares of ATL from the Transferor on 31-03-2017 through off market transaction (gift) by way of inter-se transfer of equity shares of ATL.

**For and on behalf of Acquirers**



**Authorised Signatory**

Date: 05-04-2017

Sr. No.	Name of Acquirer	Before the acquisition under consideration, holding of Acquirer and				Details of Acquisition				After the acquisition under consideration, holding of Acquirer and			
		No. of shares carrying voting rights	No. of Warrants that entitles the Acquirer to receive 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 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 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	Worldwide Emerging Market Holding Ltd					30,249,700	2.75	2.75	30,249,700	2.75	2.75	2.75	
2	Universal Trade and Investments Ltd					30,249,700	2.75	2.75	30,249,700	2.75	2.75	2.75	
3	Adia Asia Trade and Investments Ltd					30,249,700	2.75	2.75	30,249,700	2.75	2.75	2.75	
	<b>Total (a) - Acquirers</b>					<b>90,749,100</b>	<b>8.25</b>	<b>8.25</b>	<b>90,749,100</b>	<b>8.25</b>	<b>8.25</b>	<b>8.25</b>	
<b>Details of Shareholders who are PAC with the Acquirer (including Transferor)</b>													
4	Vinod Santhlal Adani (Transferor)	90,749,100	-	6.25	0.25	(90,749,100)	0.00	-8.25	-8.25	0.00	0.00	0.00	
5	Shri Gautam S. Adani & Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	821,197,910	-	56.48	56.48	-	0.00	0.00	621,197,910	56.48	56.48	56.48	
6	Shri Gautam S. Adani & Smt Prati G. Adani (on behalf of Gautam S. Adani Family Trust)	8,536,793	-	0.80	0.80	-	0.00	0.00	8,396,790	0.80	0.80	0.80	
7	Parasa Kente Rail Infra Pvt. Ltd	39,491,719	-	9.05	9.05	-	0.00	0.00	39,491,719	9.05	9.05	9.05	
8	Pan Asia Trade & Investment Pvt. Ltd	3,888,000	-	0.34	0.34	-	0.00	0.00	3,888,000	0.34	0.34	0.34	
	<b>Total (b) - PAC including Transferor</b>	<b>823,963,479</b>	-	<b>74.92</b>	<b>74.92</b>	<b>(90,749,100)</b>	<b>0.00</b>	<b>-8.25</b>	<b>733,214,379</b>	<b>66.67</b>	<b>66.67</b>	<b>66.67</b>	
	<b>Grand Total (a) + (b) (constituting of holding of Promoter and Promoter Group)</b>	<b>823,963,479</b>	-	<b>74.92</b>	<b>74.92</b>	-	<b>0.00</b>	<b>0.00</b>	<b>823,963,479</b>	<b>74.92</b>	<b>74.92</b>	<b>74.92</b>	
Notes:													
1	Transferor has transferred aggregate 9,07,49,100 (8.25%) of equity shares of ATL to Acquirers on 31-03-2017 being the date of inter-se transfer of equity shares of ATL by Transferor to Acquirers.												
2	Parasa Kente Rail Infra Pvt. Ltd. had acquired equity shares of ATL from 29th March, 2017 to 30th March, 2017 by way of inter-se transfer of equity shares from Adani Properties Pvt. Ltd												
3	Vectura Power Investments Pvt. Ltd has been amalgamated with Pan Asia Trade & Investment Pvt. Ltd. w.e.f. 24th day of March, 2017												
4	Shareholding of Mr. Bhavik B. Shah, Mrs. Suresha B. Shah, Mr. Rakesh R. Shah, Mrs. Priti R. Shah and Mr. Vinod Sanghvi 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 and on behalf of Acquirers

Authorised Signatory

Date: 05-04-2017