

VINOD SHANTILAL ADANI

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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 Ports And Special Economic Zone Limited
Adani House, Near Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009

Sub: Disclosure under regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [hereinafter "Takeover Regulations"] regarding transfer of equity shares of Adani Ports And Special Economic Zone Limited (APSEZL)

Dear Sir,

Please find attached herewith disclosure in the prescribed format u/r. 29(2) of Takeover Regulations relating to transfer of aggregate **13,07,94,953 (6.32%) equity shares of Adani Ports and Special Economic Zone Limited to Worldwide Emerging Market Holding Ltd., Universal Trade and Investments Ltd. and Afro Asia Trade and Investments Ltd. ("Acquirers")** as per details given below on **31-03-2017** being the date of inter-se transfer of equity shares held by Vinod S. Adani (Transferor) to Acquirers.

Sr. No.	Name of Acquirer	No. of Shares transferred to Acquirers
1	Worldwide Emerging Market Holding Ltd.	4,35,98,318
2	Universal Trade and Investments Ltd.	4,35,98,318
3	Afro Asia Trade and Investments Ltd.	4,35,98,317
	Total	13,07,94,953

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

Kindly take the same on record.


Vinod S. Adani

Encl: a/a.

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

Name of the Target Company (TC)	Adani Ports and Special Economic Zone Limited ("APSEZL")		
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 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 Gautam S. Adani & Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust); (iii) Shri Rajesh S. Adani & Smt. Shiln R. Adani (On behalf of Rajesh S. Adani Family Trust); (iv) Pan Asia Trade & Investment Pvt. Ltd. ;(v) Parsa Kente Rail Infra Pvt. Ltd. (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	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the sale under consideration, holding of Acquirer, Transferor and PAC:			

<p>a) Shares carrying voting rights</p> <p>b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)</p> <p>c) Voting rights (VR) otherwise than by equity shares</p> <p>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)</p>	<p>Prior to the present transfer, Acquirers held 10,32,07,260 (4.98%) Equity Shares of APSEZL. Transferor along with PAC held 116,63,43,617 (56.32%) equity shares carrying voting rights of APSEZL as detailed in Annexure 1 attached herewith.</p>		
<p>e) Total (a+b+c+d)</p>	<p>126,95,50,877</p>	<p>61.30%</p>	<p>61.30%</p>

<p>Details of acquisition/sale</p>			
<p>a) Shares carrying voting rights acquired/sold</p> <p>b) VRs acquired /sold otherwise than by shares</p> <p>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</p> <p>d) Shares encumbered / invoked/released by the acquirer.</p>	<p>13,07,94,953 (6.32%) Equity Shares carrying voting rights has been transferred by Transferor to the Acquirers as detailed in Annexure1.</p>		
<p>e) Total (a+b+c+/-d)</p>	<p>13,07,94,953</p>	<p>6.32%</p>	<p>6.32%</p>

<p>After the acquisition/sale, holding of Acquirer, Transferor and PAC:</p> <p>a) Shares carrying voting rights</p> <p>b) Shares encumbered with the acquirer</p> <p>c) VRs otherwise than by equity shares</p> <p>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) after acquisition</p>	<p>After the present transfer, Transferor hold Nil Equity Shares while Acquirers hold 23,40,02,213 (11.30%) and PAC hold 103,55,48,664 (50%) aggregating to 126,95,50,877 (61.30%) Equity Shares carrying voting rights of APSEZL as detailed in Annexure 1 attached herewith.</p>		
<p>e) Total (a+b+c+d)</p>	<p>126,95,50,877</p>	<p>61.30%</p>	<p>61.30%</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 – Transferor has transferred 13,07,94,953 (6.32%) of equity shares of APSEZL to Acquirers on 31-03-2017 being the date of off market transaction of inter-se transfer of equity shares of APSEZL by Transferor to Acquirers.</p>		
<p>Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable</p>	<p>31-03-2017 being the date of off market transaction of inter-se transfer of equity shares of APSEZL by Transferor to Acquirers.</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. APSEZL, before the said transfer of Equity Shares by the Transferor = Rs. 414,19,03,522 (207,09,51,761 equity shares of face value of Rs. 2 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. APSEZL, after the said transfer of Equity Shares by the Transferor = Rs. 414,19,03,522 (207,09,51,761 equity shares of face value of Rs. 2 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. APSEZL = Rs. 414,19,03,522 (207,09,51,761 equity shares</p>		



	of face value of Rs. 2 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: Transferor has transferred 4,35,98,318 equity shares of APSEZL to Worldwide Emerging Market Holding Ltd., 4,35,98,318 equity shares of APSEZL to Universal Trade and Investments Ltd. AND 4,35,98,317 equity shares of APSEZL to Afro Asia Trade and Investments Ltd. and thus aggregating to 13,07,94,953 (6.32%) of equity shares of APSEZL on 31-03-2017 through off market transaction (gift) by way of inter-se transfer of equity shares of APSEZL.



Vinod Shantilal Adani

Transferor

Date: 05-04-2017

Name of Target Company(TC): Adani Ports and Special Economic Zone Limited (APSEZL)		Before the acquisition under consideration, holding of Acquirer and PAC:						After the acquisition under consideration, holding of Acquirer and PAC:					
Sr. No.	Name of Acquirers	No. of shares carrying voting rights	No. of Warrants that entitles the Acquirers 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	Details of Acquisition			Details of Shareholders who are PAC with the Acquirer (including Transferor)				
						No. of shares	No. of Warrants that entitles the Acquirers 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 Acquirers to receive shares carrying voting rights in the TC	% w.r.t total diluted share / voting capital of the TC	
1	Worldwide Emerging Market Holding Ltd.	35,448,500	-	1.71	1.71	43,598,318	-	2.11	2.11	79,046,818	-	3.82	3.82
2	Universal Trade and Investments Ltd.	37,263,021	-	1.80	1.80	43,598,318	-	2.11	2.11	80,861,339	-	3.90	3.90
3	Afro Asia Trade and Investments Ltd.	30,495,739	-	1.47	1.47	43,598,317	-	2.11	2.11	74,094,056	-	3.59	3.59
	Total (a) - Acquirers	103,207,260	-	4.98	4.98	130,794,953	-	6.32	6.32	234,002,213	-	11.30	11.30
Details of Shareholders who are PAC with the Acquirer (including Transferor)													
4	Shri Vinod Shanilal Adani (Transferor)	130,794,953	-	6.32	6.32	(130,794,953)	-	-6.32	-6.32	0	-	0.00	0.00
5	Shri Gautam S. Adani & Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	877,317,807	-	42.36	42.36	-	-	-	-	877,317,807	-	42.36	42.36
6	Shri Gautam S. Adani & Smt Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	12,480,142	-	0.60	0.60	-	-	-	-	12,480,142	-	0.60	0.60
7	Rajesh S. Adani & Shilpa R. Adani (on behalf of Rajesh S. Adani Family Trust)	30,000	-	0.00	0.00	-	-	-	-	30,000	-	0.00	0.00
8	Parsa Kente Rail Infra Pvt. Ltd	140,512,153	-	6.78	6.78	-	-	-	-	140,512,153	-	6.78	6.78
9	Pan Asia Trade & Investment Pvt. Ltd	5,208,562	-	0.25	0.25	-	-	-	-	5,208,562	-	0.25	0.25
	Total (b) - PAC including Transferor	1,166,343,617	-	56.32	56.32	(130,794,953)	-	-6.32	-6.32	1,035,548,664	-	50.00	50.00
	Grand Total (a) + (b) (consisting of holding of Promoter and Promoter Group)	1,269,550,877	-	61.30	61.30	-	-	0.00	0.00	1,269,550,877	-	61.30	61.30
Notes:													
1	Transferor has transferred aggregate 13,07,94,953 (6.32%) of equity shares of APSEZL to Acquirers on 31-03-2017 being the date of inter-se transfer of equity shares of APSEZL by Transferor to Acquirers.												
2	Parsa Kente Rail Infra Pvt. Ltd. had acquired equity shares of APSEZL from 29th March, 2017 to 31st March, 2017 by way of inter-se transfer of equity shares from Adani Properties Pvt. Ltd.												
3	Ventura 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. Surekha B. Shah, Mr. Rakesh R. Shah, Mrs. Priti R. Shah and Mr. Vinod Singhavi 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 3.1A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015												

Vinod S. Adani
 Authorised Signatory
 Date: 05-04-2017