

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 Transmission 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 Transmission Limited (ATL)

Dear Sir,

Please find attached herewith disclosure in the prescribed format u/r. 29(2) of Takeover Regulations relating to transfer of aggregate **9,07,49,100 (8.25%) equity shares of Adani Transmission 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 Acquirers	No. of Shares transferred to Acquirers
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
	Total	9,07,49,100

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 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 & Shri Rajesh S. Adani (On behalf of S. B. Adani Family Trust); (ii) Pan Asia Trade & Investment Pvt. Ltd. ;(iii) Parsa Kente Rail Infra Pvt. Ltd. (iv) Shri Gautam S. Adani & 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	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<p>Before the sale under consideration, holding of <u>Acquirer, Transferor 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>		

<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>(74.92%) equity shares carrying voting rights of ATL as detailed in Annexure 1 attached herewith.</p>		
<p>e) Total (a+b+c+d)</p>	<p>82,39,63,479</p>	<p>74.92%</p>	<p>74.92%</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>9,07,49,100 (8.25%) Equity Shares carrying voting rights has been transferred by Transferor to the Acquirer as detailed in Annexure1.</p>		
<p>e) Total (a+b+c+/-d)</p>	<p>9,07,49,100</p>	<p>8.25%</p>	<p>8.25%</p>
<p>After the acquisition/sale, holding of Acquirer, Transferor and PAC:</p>			
<p>a) Shares carrying voting rights</p>	<p>After the present transfer, Transferor hold Nil Equity Shares while Acquirers hold 9,07,49,100 (8.25%) and PAC hold 73,32,14,379 (66.67%)</p>		

<p>b) Shares encumbered with the acquirer c) VRs otherwise than by equity shares 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>aggregating to 82,39,63,479 (74.92%) Equity Shares carrying voting rights of ATL as detailed in Annexure 1 attached herewith.</p>		
<p>e) Total (a+b+c+d)</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 – Transferor has transferred 9,07,49,100 (8.25%) of equity shares of ATL to Acquirers 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>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 ATL 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. ATL, before the said transfer of Equity Shares by the Transferor = 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 transfer of Equity Shares by the Transferor = 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: Transferor has transferred 3,02,49,700 equity shares of ATL each to Worldwide Emerging Market Holding Ltd., Universal Trade and Investments Ltd. and Afro Asia Trade and Investments Ltd. aggregating to 9,07,49,100 (8.25%) of equity shares of ATL on 31-03-2017 through off market transaction (gift) by way of inter-se transfer of equity shares of ATL.



Vinod Shantilal Adani

Transferor

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 applicable TC	% w.r.t total share/voting capital / wherever applicable 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 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 TC	% w.r.t total share/voting capital / wherever applicable TC	% 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	Universal Trade and Investments Ltd.	-	-	-	-	30,249,700	-	2.75	2.75	30,249,700	-	2.75	2.75
3	Afro Asia Trade and Investments Ltd.	-	-	-	-	30,249,700	-	2.75	2.75	30,249,700	-	2.75	2.75
	Total (a) - Acquirers	-	-	-	-	90,749,100	-	8.25	8.25	90,749,100	-	8.25	8.25
Details of Shareholders who are PAC with the Acquirer (including Transferor)													
4	Vinod Shantilal Adani (Transferor)	90,749,100	-	8.25	8.25	(90,749,100)	0.00	-8.25	-8.25	-	-	0.00	0.00
5	Shri Gautam S. Adani & Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	621,197,910	-	56.48	56.48	-	0.00	0.00	0.00	621,197,910	-	56.48	56.48
6	Shri Gautam S. Adani & Smt Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	8,836,750	-	0.80	0.80	-	0.00	0.00	0.00	8,836,750	-	0.80	0.80
7	Parsa Kente Rail Infra Pvt. Ltd	99,491,719	-	9.05	9.05	-	0.00	0.00	0.00	99,491,719	-	9.05	9.05
8	Pan Asia Trade & Investment Pvt. Ltd	3,688,000	-	0.34	0.34	-	0.00	0.00	0.00	3,688,000	-	0.34	0.34
	Total (b) - PAC including Transferor	823,963,479	-	74.92	74.92	(90,749,100)	0.00	-8.25	-8.25	733,214,379	-	66.67	66.67
	Grand Total (a) + (b) (consisting of holding of Promoter and Promoter Group)	823,963,479	-	74.92	74.92	-	0.00	0.00	0.00	823,963,479	-	74.92	74.92

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	Parsa Kente Rail Infra Pvt. Ltd. had acquired equity shares of ATL 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 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

Vinod S. Adani
Transferor

Date: 05-04-2017