



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

Sub: Disclosure / Report under regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [hereinafter "Takeover Regulations"] regarding acquisition of equity shares of Adani Power Limited (APL)

Dear Sir,

Please find attached herewith disclosure / report in the prescribed format u/r. 10(6) of Takeover Regulations relating to acquisition of aggregate **37,71,80,885 (9.78%) equity shares of Adani Power Limited** from 29th March, 2017 to 31st March, 2017 being the dates 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 10(6) of Takeover Regulations.

Kindly take the same on record.

For **Parsa Kente Rail Infra Private limited**

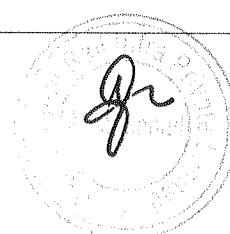

Authorised Signatory

Encl: a/a.



Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Adani Power Ltd. (APL)
2.	Name of the acquirer(s)	<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 APL 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 Vinod S. Adani; (iii) Pan Asia Trade & Investment Pvt. Ltd. ; (iv) Shri Gautam S. Adani & Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust); (v) Worldwide Emerging Market Holding Ltd; (vi) Universal Trade and Investments Ltd; (vii) Afro Asia Trade and Investments Ltd; (hereinafter the “PAC”)</p>
3.	Name of the stock exchange where shares of the TC are listed	<p>BSE Ltd.</p> <p>National Stock Exchange of India Ltd.</p>
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Acquirer has acquired 37,71,80,885 (9.78%) of equity shares of APL from Transferor on 29-03-2017, 30-03-2017 & 31-03-2017 being the dates of inter-se transfer of shares.
5.	Relevant regulation under which the acquirer is exempted from making open	10(1)(a)(iii)



	offer.				
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange. –	Yes Yes disclosure was made within the timeline specified under the regulations. 21 st day of March, 2017.			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller Adani Properties Pvt. Ltd.	Yes		Yes	
	b. Date of acquisition 29-03-2017, 30-03-2017 & 31-03-2017	Yes		Yes	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above 37,71,80,885 equity shares of APL	Yes		Yes	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC 9.78% diluted share capital of APL	Yes		Yes	
	e. Price at which shares are proposed to be acquired / actually acquired Rs. 41.50/- per equity share	Yes		Yes	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No.	of	%	No. of % w.r.t.

		shares held	w.r.t. to total share capital of TC	shares held	to total share capital of TC
	Each Acquirer / Transferee(*) –	As per Annexure 1 attached herewith			
	Each Seller / Transferor –				

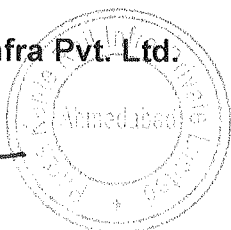
Note: Acquirer has acquired 12,56,32,606 equity shares of APL on 29-03-2017, 14,81,00,002 equity shares of APL on 30-03-2017 & 10,34,48,277 equity shares of APL on 31-03-2017 aggregating to 37,71,80,885 (9.78%) of equity shares of APL through off market transaction of inter-se transfer of equity shares of APL from the Transferor.

For Parsa Kente Rail Infra Pvt. Ltd.

Authorised Signatory

Date: 31-03-2017

Place: Ahmedabad



Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Name of Target Company(TC): Adani Power Limited (APL)

Shareholding details	Before the proposed transaction		After the proposed transaction	
	No. of shares / voting rights	% w.r.t total share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
Details of Acquirer/Transferee				
Parsa Kente Rail Infra Pvt. Ltd.*	0	0.00	37,71,80,885	9.78
Total - Acquirers - (a)	0	0.00	37,71,80,885	9.78

Details of Seller/Transferor

Adani Properties Pvt. Ltd.*	37,71,80,885	9.78	0	0.00
Total - Seller - (b)	37,71,80,885	9.78	0	0.00

Details of Persons acting in concert (PAC) with the Acquirer i.e. Other shareholders of APL belonging to promoter and promoter group of APL

Gautam S. Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	1,40,51,79,633	36.43	1,40,51,79,633	36.43
Vinod S. Adani (Refer Note below)	22,64,57,026	5.87	22,64,57,026	5.87
Pan Asia Trade & Investment Pvt. Ltd.	7,77,37,201	2.02	7,77,37,201	2.02
Gautam S. Adani & Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	1,64,32,820	0.43	1,64,32,820	0.43
Worldwide Emerging Market Holding Ltd.	19,00,00,000	4.93	19,00,00,000	4.93
Afro Asia Trade and Investments Ltd.	19,00,00,000	4.93	19,00,00,000	4.93
Universal Trade and Investments Ltd.	14,30,00,000	3.71	14,30,00,000	3.71
Total - PAC (c)	2,24,88,06,680	58.31	2,24,88,06,680	58.31
Grand Total (a+b+c)	2,62,59,87,565	68.08	2,62,59,87,565	68.08

* % holding of Acquirer and Transferor has decreased from 9.88% (as shown in disclosure u/r. 10(5) made on 21st March, 2017) to 9.78% due to increase in paid up capital of APL from 381,68,39,516 to 385,69,38,941 equity shares (happened due to conversion of warrants)

For, Parsa Kente Rail Infra Pvt. Ltd.



Director/Authorised Signatory.