

April 5, 2017

From:

(i) **Worldwide Emerging Market Holding Ltd.**
6th Floor, Tower I, Nexteracom Building,
Ebene, Mauritius

(ii) **Universal Trade and Investments Ltd.**
6th Floor, Tower I, Nexteracom Building,
Ebene, Mauritius

(iii) **Afro Asia Trade and Investments Ltd.**
6th 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

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 Ports and Special Economic Zone Limited (APSEZL)

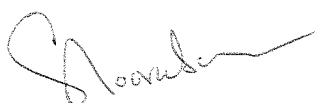
Dear Sir,

Please find attached herewith disclosure / report in the prescribed format u/r. 10(6) of Takeover Regulations relating to acquisition of aggregate **13,07,94,953 (6.32%) equity shares of Adani Ports and Special Economic Zone 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.	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 10(6) 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 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 Ports and Special Economic Zone Ltd. (APSEZL)
2.	Name of the acquirer(s)	(1) Worldwide Emerging Market Holding Ltd. (2) Universal Trade and Investments Ltd. (3) Afro Asia Trade and Investments Ltd. (hereinafter the "Acquirers /Transferees") (4) Mr. Vinod Shantilal Adani ("Transferor") 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")
3.	Name of the stock exchange where shares of the TC are listed	BSE Ltd. National Stock Exchange of India Ltd.
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Acquirers have acquired aggregate 13,07,94,953 (6.32%) of equity shares of APSEZL from Transferor on 31-03-2017 being the date of inter-se transfer of shares.
5.	Relevant regulation under which the	10(1)(a)(iii)

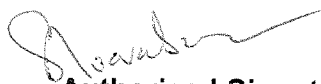
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	acquirer is exempted from making open offer.		
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	Yes Yes disclosure was made within the timeline specified under the regulations. 24th day of March, 2017.	
7.	Details of acquisition (Refer Note below)	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: Mr.Vinod Shantilal Adani	Yes	Yes
	b. Date of acquisition: 31-03-2017	Yes	Yes
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above Aggregate 13,07,94,953 equity shares of APSEZL	Yes	Yes
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC 6.32% diluted share capital of APSEZL	Yes	Yes
	e. Price at which shares are proposed to be acquired / actually acquired Nil, since shares are acquired by	Yes	Yes

	the Acquirers by way of gift from Transferor		
8.	Shareholding details	Pre-Transaction	Post-Transaction
		No. of shares held	% w.r.t. to total share capital of TC
	Each Acquirer / Transferee(*) –	As per Annexure 1 attached herewith	
	Each Seller / Transferor –		

Note: Worldwide Emerging Market Holding Ltd. has acquired 4,35,98,318 equity shares of APSEZL, Universal Trade and Investments Ltd. has acquired 4,35,98,318 equity shares of APSEZL AND Afro Asia Trade and Investments Ltd. has acquired 4,35,98,317 equity shares of APSEZL and thus, Acquirers have collectively acquired aggregate 13,07,94,953 (6.32%) of equity shares of APSEZL from the Transferor on 31-03-2017 through off market transaction (gift) by way of inter-se transfer of equity shares of APSEZL.

For and on behalf of Acquirers



Authorised Signatory

Date: 05-04-2017

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 Ports & Special Economic Zone Limited (APSEZL)

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 Acquirers				
Worldwide Emerging Market Holding Ltd.	35,448,500	1.71	79,046,818	3.82
Universal Trade and Investments Ltd.	37,263,021	1.80	80,861,339	3.90
Afro Asia Trade and Investments Ltd.	30,495,739	1.47	74,094,056	3.58
Total - Acquirers - (a)	103,207,260	4.98	234,002,213	11.30

Details of Seller

Vinod S. Adani	130,794,953	6.32	0	0.00
Total - Seller - (b)	130,794,953	6.32	0	0.00

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

Gautam S. Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	877,317,807	42.36	877,317,807	42.36
Gautam S. Adani & Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	12,480,142	0.60	12,480,142	0.60
Rajesh S. Adani & Shilin R. Adani (on behalf of Rajesh S. Adani Family Trust)	30,000	0.00	30,000	0.00
Parsa Kente Rail Infra Pvt. Ltd. (Refer Note 1 below)	140,512,153	6.78	140,512,153	6.78
Pan Asia Trade & Investment Pvt. Ltd. (Refer Note 2 below)	5,208,562	0.25	5,208,562	0.25
Total - PAC (c)	1,035,548,664	50.00	1,035,548,664	50.00
Grand Total (a+b+c)	1,269,550,877	61.30	1,269,550,877	61.30

Note 1: 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.

Note 2: Ventura Power Investments Pvt. Ltd. has been amalgamated with Pan Asia Trade & Investment Pvt. Ltd. w.e.f. 24th day of March, 2017

For and on behalf of Acquirers



Authorised Signatory