



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

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 **14,05,12,153 (6.78%) equity shares of Adani Ports and Special Economic Zone Limited** on 31st March, 2017 being the date of Certificate of Registration on Conversion of Parsa Kente Rail Infra Pvt. Ltd. ("Transferor") into Limited Liability Partnership with the name Parsa Kente Rail Infra LLP ("Acquirer") as received from Registrar of Companies, Gujarat.

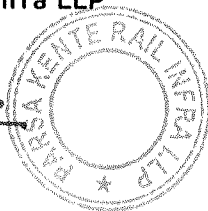
This is in compliance with Regulation 10(6) of Takeover Regulations.

Kindly take the same on record.

For **Parsa Kente Rail Infra LLP**


Authorised Signatory

Encl:a/a.



Parsa Kente Rail Infra LLP
801, Shikhar Complex,
Srimali Soc., Navrangpura,
Ahmedabad-380 009
Gujarat, India
LLP identification No.:AAJ-0233
Registered with Limited Liability

Tel +91 79 2656 5555
Fax +91 79 2656 5500
info@adani.com
www.adani.com

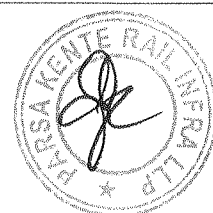
Registered Office: 801, Shikhar Complex, Srimali Soc., Navrangpura, Ahmedabad 380 009, Gujarat, India

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 Limited (APSEZL)
2.	Name of the acquirer(s)	(1) Parsa Kente Rail Infra LLP (hereinafter the “Acquirer /Transferee”) (2) Parsa Kente Rail Infra Pvt. Ltd. (“Transferor”) [Refer Notes below] 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) Pan Asia Trade & Investment Pvt. Ltd. ; (iii) Shri Gautam S. Adani & Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust);(iv) Rajesh S. Adani & Shilin R. Adani (on behalf of Rajesh 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”)
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.	Acquirer has acquired aggregate 14,05,12,153 (6.78%) of equity shares of APSEZL from Transferor on 31-03-2017 being the date of Certificate of Registration on Conversion as



		received from Registrar of Companies, Gujarat.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(g)	
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.	No Not applicable Not applicable	
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: Parsa Kente Rail Infra Pvt. Ltd.	No	Not applicable
	b. Date of acquisition: 31-03-2017	No	Not applicable
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above 14,05,12,153 equity shares of APSEZL	No	Not applicable
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC 6.78% diluted share capital of APSEZL	No	Not applicable



	e. Price at which shares are proposed to be acquired / actually acquired Nil / Not applicable	No	Not applicable
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 –		

Notes:

1. Parsa Kente Rail Infra Pvt. Ltd. (Transferor) ceased to exist from 31-03-2017 as it has been converted into Limited Liability Partnership (LLP) with the name Parsa Kente Rail Infra LLP (Acquirer) w.e.f. 31-03-2017 being the date of Certificate of Registration on Conversion as received from Registrar of Companies, Gujarat.
2. Accordingly, disclosure is being made by the Acquirer for intimation of change in its constitution from Pvt. Company to LLP.
3. Transfer of shares from demat account of Transferor to the demat account of Acquirer is under process. Accordingly, Shares are held in the demat account of Transferor until the demat account of Acquirer is opened.

For Parsa Kente Rail Infra LLP

Authorised Signatory

Place: Ahmedabad

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 Acquirer/Transferee				
Parsa Kente Rail Infra LLP (Refer Note 1 below)	0	0.00	140,512,153	6.78
Total - Acquirers - (a)	0	0.00	140,512,153	6.78

Details of Seller/Transferor

Parsa Kente Rail Infra Pvt. Ltd. (Refer Note 1 below)	140,512,153	6.78	0	0.00
Total - Seller - (b)	140,512,153	6.78	0	0.00

Details of Persons acting in concert (PAC) with the Acquirer 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
Pan Asia Trade & Investment Pvt. Ltd.	5,208,562	0.25	5,208,562	0.25
Worldwide Emerging Market Holding Ltd. (Refer Note 2 below)	79,046,818	3.82	79,046,818	3.82
Universal Trade and Investments Ltd. (Refer Note 2 below)	80,861,339	3.90	80,861,339	3.90
Afro Asia Trade and Investments Ltd. (Refer Note 2 below)	74,094,056	3.58	74,094,056	3.58
Total - PAC (c)	1,129,038,724	54.52	1,129,038,724	54.52
Grand Total (a+b+c)	1,269,550,877	61.30	1,269,550,877	61.30

Note 1: This disclosure pertains to conversion of Parsa Kente Rail Infra Pvt. Ltd. (Transferor) into Limited Liability Partnership w.e.f. 31st day of March, 2017 being the date of Certificate of Registration on Conversion received from Registrar of Companies, Gujarat.

Note 2: Worldwide Emerging Market Holding Ltd., Universal Trade and Investments Ltd. and Afro Asia Trade and Investments Ltd. have acquired equity shares from Mr. Vinod S. Adani on 31st day of March, 2017 and accordingly name of Mr. Vinod S. Adani has not been included.

For Parsa Kente Rail Infra LLP


 Authorised Signatory
