

Brief particulars of Adani Ports and Special Economic Zone Limited (Transferor Company)

Particulars	Transferor Company
Name of the company	Adani Ports and Special Economic Zone Limited
Date of Incorporation & details of name changes, if any	<p>Date of Incorporation: 26th May, 1998</p> <p>Details of Name changes:</p> <ul style="list-style-type: none"> - The Company was originally incorporated as Public Limited Company on 26th May, 1998 in name of Gujarat Adani Port Limited. - Name of Company was changed from Gujarat Adani Port Limited to Mundra Port and Special Economic Zone Limited and fresh certificate of incorporation was issued by ROC dated 7th July, 2006 - Name of the Company was changed from Mundra Port and Special Economic Zone Limited to Adani Ports and Special Economic Zone Limited and fresh certificate of incorporation was issued by ROC dated 6th January, 2012.
Registered Office	Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad - 380009, Gujarat, India
Brief particulars of the scheme	This Scheme of Arrangement is presented under Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 <i>inter alia</i> to provide transfer and vesting of Marine Business Undertaking of Adani Ports and Special Economic Zone Limited to The Adani Harbour Services Private Limited on a slump sale on a going concern basis in accordance with section 2(42C) of the Income Tax Act, 1961 for a lump sum consideration of Rs. 200 crores as adjusted by the loans and interest accrued thereon.
Rationale for the scheme	Adani Ports and Special Economic Zone Limited ("Transferor Company") and The Adani Harbour Services Private Limited ("Transferee Company") are carrying on

Adani Ports and Special Economic Zone Ltd
 Adani House
 Nr Mithakhali Circle, Navrangpura
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 Gujarat, India
 CIN: L63090GJ1998PLC034182

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Registered Office: Adani House, Nr Mithakhali Circle, Navrangpura, Ahmedabad 380 009, Gujarat, India

	marine business. Consolidating the similar businesses within one company would enable the business activities to be carried out with greater focus and specialization for sustained growth. It is expected that the proposed consolidation will allow more focused strategy, standardization in operations, operating cost optimization, better monitoring and utilization of assets, effective co-ordination with customers which in turn would enhance shareholder's value.
Date of resolution passed by the Board of Director of the company approving the scheme	14 th February, 2017
Date of meeting of the Audit Committee in which the draft scheme has been approved	14 th February, 2017
Appointed Date	1 st April, 2016
Name of Exchanges where securities of the company are listed	- BSE Limited - National Stock Exchange of India Limited
Nature of Business	Adani Ports and Special Economic Zone Limited is engaged in the business of developing, operating and maintaining the ports and related infrastructure facilities including multi product Special Economic Zone and marine business.
Capital before the scheme	Paid-up Equity Share Capital: Rs. 414,19,03,522/- [207,09,51,761 Equity Shares of Rs. 2/- each] Paid-up Preference Share Capital: Rs. 2,81,10,370/- [28,11,037 0.01% Non-Cumulative Redeemable Preference Shares of Rs.10 each]
No. of shares to be issued	Not applicable as no shares are to be issued.
Cancellation of shares on account of cross holding, if any	Not applicable
Capital after the scheme	No change in capital structure after the Scheme.

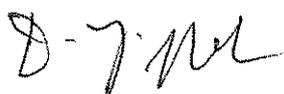


Net Worth	Pre Post	Rs. 13,610.86 crores Rs. 13,413.70 crores		
Valuation by independent Chartered Accountant - Name of the valuer/ valuer firm and Regn no.		B S R & Associates LLP Chartered Accountants Firm Registration No. 116231W		
Methods of valuation and value per share arrived under each method with weight given to each method, if any.		Not applicable as no shares are to be issued. Please refer valuation report of B S R & Associates LLP attached herewith.		
Fair value per shares		Not applicable as no shares are to be issued.		
Exchange ratio		Not applicable as no shares are to be issued.		
Name of Merchant Banker giving fairness opinion		JM Financial Institutional Securities Limited.		
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	126,10,15,734	60.89	126,10,15,734	60.89
Public	80,99,36,027	39.11	80,99,36,027	39.11
Custodian	-	-	-	-
TOTAL	207,09,51,761	100	207,09,51,761	100
No of shareholders	3,12,106 as on 31 st December, 2016			
Names of the Promoters & Promoter Group	<ol style="list-style-type: none"> 1. Mr. Gautambhai Shantilal Adani & Mr. Rajeshbhai Shantilal Adani (on behalf of S. B. Adani Family Trust) 2. Mr. Gautambhai Shantilal Adani & Mrs. Pritiben Gautambhai Adani (on behalf of Gautam S. Adani Family Trust) 3. Mr. Rajeshbhai Shantilal Adani & Mrs. Shilin Rajeshbhai Adani (on behalf of Rajesh S. Adani Family Trust) 4. Adani Properties Private Limited 5. Worldwide Emerging Market Holding Limited 6. Universal Trade and Investments Limited 			



	7. Ventura Power Investments Pvt Ltd 8. Afro Asia Trade and Investments Limited 9. Mr. Adani Vinodbhai Shantilal 10. Mr. Rakesh Ramanlal Shah 11. Mr. Bhavik Bharatbhai Shah 12. Mr. Vinod Sanghavi 13. Mrs. Pritiben Rakeshbhai Shah 14. Mrs. Surekha Bhavikbhai Shah
Names of the Board of Directors	1. Mr. Gautam S. Adani 2. Mr. Rajesh S. Adani 3. Dr. Malay Mahadevia 4. Prof. G. Raghuram 5. Mr. G. K. Pillai 6. Mr. Sanjay S. Lalbhai 7. Ms. Radhika Haribhakti
Details regarding change in management control if any	Not applicable.

For Adani Ports and Special Economic Zone Limited



Dipti Shah
Company Secretary



Dated: 06-03-2017

Brief particulars of The Adani Harbour Services Private Limited (Transferee Company)

Particulars	Transferee Company
Name of the company	The Adani Harbour Services Private Limited
Date of Incorporation & details of name changes, if any	<p>Date of Incorporation: 2nd September, 2009</p> <p>Details of Name change:</p> <ul style="list-style-type: none"> - The Company was originally incorporated as Private Limited Company on 2nd September, 2009 in name of TM Harbour Services Private Limited. - Name of Company was changed from TM Harbour Services Private Limited to The Adani Harbour Services Private Limited and fresh certificate of incorporation was issued by ROC dated 22nd December, 2016.
Registered Office	Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad - 380009, Gujarat, India
Brief particulars of the scheme	This Scheme of Arrangement is presented under Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 <i>inter alia</i> to provide transfer and vesting of Marine Business Undertaking of Adani Ports and Special Economic Zone Limited to The Adani Harbour Services Private Limited on a slump sale on a going concern basis in accordance with section 2(42C) of the Income Tax Act, 1961 for a lump sum consideration of Rs. 200 crores as adjusted by the loans and interest accrued thereon.
Rationale for the scheme	Adani Ports and Special Economic Zone Limited ("Transferor Company") and The Adani Harbour Services Private Limited ("Transferee Company") are carrying on marine business. Consolidating the similar businesses within one company would enable the business activities to be carried out with greater focus and specialization for sustained growth. It is expected that the proposed consolidation will allow more focused strategy, standardization in operations, operating cost optimization, better monitoring and utilization of assets, effective co-ordination with customers which in turn would enhance shareholder's value.

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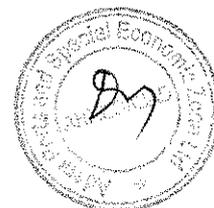
Registered Office: Adani House, Nr Mithakhali Six Roads, Navrangpura, Ahmedabad 380 009, Gujarat, India

Date of resolution passed by the Board of Director of the company approving the scheme	14 th February, 2017
Date of meeting of the Audit Committee in which the draft scheme has been approved	14 th February, 2017
Appointed Date	1 st April, 2016
Name of Exchanges where securities of the company are listed	Not applicable.
Nature of Business	The Company is carrying on marine business operations at Dhamra, Odisha, involving piloting and mooring movement of vessels using tugs, berthing and de-berthing of vessels using tugs, marine logistic support services, towage and transshipment within in-land waterways, in coastal waters and sea.
Capital before the scheme	Paid-up Equity Share Capital: Rs. 57,69,21,550/- [5,76,92,155 Equity Shares of Rs. 10/- each]
No. of shares to be issued	Not applicable as no shares are to be issued.
Cancellation of shares on account of cross holding, if any	Not applicable
Capital after the scheme	No change in capital structure after the Scheme.
Net Worth	Pre Rs. 114.39 crores Post Rs. 311.55 crores
Valuation by independent Chartered Accountant - Name of the valuer/ valuer firm and Regn no.	B S R & Associates LLP Chartered Accountants Firm Registration No. 116231W
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not applicable as no shares are to be issued. Please refer valuation report of B S R & Associates LLP attached herewith.
Fair value per shares	Not applicable as no shares are to be issued.
Exchange ratio	Not applicable as no shares are to be issued.
Name of Merchant Banker giving fairness opinion	JM Financial Institutional Securities Limited.



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Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	5,76,92,155	100	5,76,92,155	100
Public	-	-	-	-
Custodian	-	-	-	-
TOTAL	5,76,92,155	100	5,76,92,155	100
No of shareholders	7 (including six nominees of Adani Ports and Special Economic Zone Limited) as on 31 st December, 2016.			
Names of the Promoters & Promoter Group	Adani Ports and Special Economic Zone Limited, the 100% Holding Company.			
Names of the Board of Directors	1. Capt. Unmesh Abhyankar 2. Mr. Ennarasu Karunesan 3. Mr. Subrat Tripathy 4. Mr. Mukesh Shah 5. Dr. Chitra Bhatnagar			
Details regarding change in management control if any	Not applicable.			

For The Adani Harbour Services Private Limited

Abhishek Bansal
Company Secretary



Dated: 06-03-2017

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