

# Flourishing Trade & Investment Limited

C/o, Amicorp (Mauritius) Ltd, 6<sup>th</sup> Floor, Tower1, Nexteracom Building, Ebene, Mauritius.

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February 25, 2019

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 Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter the "Takeover Regulations") regarding acquisition of equity shares of Adani Gas Limited (AGL)**

Dear Sir,

Please find attached herewith disclosure / report in the prescribed format under Regulation 10(6) of the Takeover Regulations with respect to acquisition of **36,88,000 (0.34%) equity shares of Adani Gas Limited** on February 19, 2019 by Flourishing Trade and Investment Ltd. from Pan Asia Trade & Investment Private Limited, pursuant to a scheme of arrangement .

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

Kindly take the same on record.

For **Flourishing Trade and Investment Ltd.**



**Director / 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 Gas Limited (AGL)	
2.	Name of the acquirer(s)	<p>(1) Flourishing Trade and Investment Ltd. (hereinafter the “Acquirer /Transferee”)</p> <p>(2) Pan Asia Trade &amp; Investment Pvt. Ltd. (“Transferor”)</p> <p>Persons acting in concert with the Acquirer: Other shareholders of AGL belonging to its promoter and promoter group, namely: (i) Shri Gautam S. Adani &amp; Shri Rajesh S. Adani (On behalf of S. B. Adani Family Trust); (ii) Adani Tradeline LLP; (iii) Shri Gautam S. Adani &amp; Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust); (iv) Worldwide Emerging Market Holding Ltd; (v) Afro Asia Trade and Investments Ltd; (vi) Universal Trade and Investments Ltd; (vii) Shri Gautam S. Adani; (viii) Shri Rajesh S. Adani; (ix) Ms. Rahi R. Adani; (x) Ms. Vanshi R. Adani (hereinafter the “PAC”)</p>	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited National Stock Exchange of India Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Pursuant to scheme of amalgamation, the acquirer has acquired 36,88,000 (0.34%) equity shares of AGL from Transferor on February 19, 2019 being the date of Certificate of Amalgamation received from the Registrar of Companies, Republic of Mauritius.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(d)(iii)	
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.	<p>No</p> <p>Not applicable</p> <p>Not applicable</p>	
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 <b>Pan Asia Trade &amp; Investment Pvt. Ltd.</b>	No	Not applicable

	b. Date of acquisition <b>February 19, 2019</b>	No	Not applicable		
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above:  <b>36,88,000 equity shares of AGL</b>	No	Not applicable		
	d. Total shares <del>proposed to be acquired</del> / actually acquired as a % of diluted share capital of TC <b>0.34% of diluted share capital of AGL</b>	No	Not applicable		
	e. Price at which shares are <del>proposed to be acquired</del> / actually acquired <b>Not applicable</b>	No	Not applicable – shares acquired pursuant to scheme of amalgamation		
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. to total share capital of TC	No. of shares held	% w.r.t. to total share capital of TC
	Each Acquirer / Transferee(*) –	As per <b>Annexure 1</b> attached herewith			
	Each Seller / Transferor –				

For Flourishing Trade and Investment Ltd.



**Director / Authorised Signatory**

Date: 25-02-2019

**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.

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## Name of Target Company(TC): Adani Gas Limited (AGL)

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
<b>Details of Acquirer/Transferee</b>				
Flourishing Trade and Investment Ltd.	0	0.00	3,688,000	0.34
<b>Total - Acquirers - (a)</b>	<b>0</b>	<b>0.00</b>	<b>3,688,000</b>	<b>0.34</b>

## Details of Seller/Transferor

Pan Asia Trade & Investment Pvt. Ltd.	3,688,000	0.34	0	0.00
<b>Total - Seller - (b)</b>	<b>3,688,000</b>	<b>0.34</b>	<b>0</b>	<b>0.00</b>

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

Gautam S. Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	619,697,910	56.35	619,697,910	56.35
Adani Tradeline LLP	99,491,719	9.05	99,491,719	9.05
Gautam S. Adani & Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	8,836,750	0.80	8,836,750	0.80
Worldwide Emerging Market Holding Ltd.	30,249,700	2.75	30,249,700	2.75
Universal Trade and Investments Ltd.	30,249,700	2.75	30,249,700	2.75
Afro Asia Trade and Investments Ltd.	30,249,700	2.75	30,249,700	2.75
Gautam S. Adani	1	0.00	1	0.00
Rajesh S. Adani	1	0.00	1	0.00
Rahi R. Adani	100,000	0.01	100,000	0.01
Vanshi R. Adani	100,000	0.01	100,000	0.01
<b>Total - PAC (c)</b>	<b>818,975,481</b>	<b>74.47</b>	<b>818,975,481</b>	<b>74.47</b>
<b>Grand Total (a+b+c)</b>	<b>822,663,481</b>	<b>74.80</b>	<b>822,663,481</b>	<b>74.80</b>

For Flourishing Trade and Investment Ltd.



Authorised Signatory

Date: 25-02-2019