

# Flourishing Trade and Investment Limited

C/o, Amicorp (Mauritius) Ltd, 6<sup>th</sup> Floor, Tower1, Nexteracom Building, Ebene, Mauritius.  
Tel: + 230 4040200 Fax: +230 4040201 Email: [account@flourishingti.com](mailto:account@flourishingti.com)

December 30, 2020

To,  
BSE Limited  
(Scrip code: 532921)  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

National Stock Exchange of India Limited  
(Symbol: ADANI PORTS)  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051

Adani Ports and Special Economic Zone Limited  
"Adani Corporate House",  
Shantigram, Near Vaishno Devi Circle,  
S.G. Highway, Khodiyar,  
Ahmedabad-382421  
Attn: Compliance Officer  
Dear Madam/ Sir,

Sub: Disclosure under Regulation 29(1) read with Regulation 29(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, regarding acquisition of equity shares of Adani Ports and Special Economic Zone Limited ("APSEZL") through inter-se transfer of shares, from Universal Trade and Investments Ltd. ("Seller").

In compliance with the disclosure requirements set out under Regulation 29(1) read with Regulation 29(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), please find enclosed herewith a disclosure in the prescribed format in relation to acquisition of 7,95,41,248 (3.91%) equity shares having face value of Rs. 2/- each of APSEZL by Flourishing Trade and Investment Ltd from the Seller, by way of inter-se transfer of shares amongst 'qualifying persons', pursuant to exemption under Regulation 10(1)(a)(iii) of the Takeover Regulations. Such acquisition has resulted in Flourishing Trade and Investment Ltd. holding (individually) more than 5% equity shares of APSEZL.

Request you to kindly take the same on record and oblige.

Yours Faithfully,

For Flourishing Trade and Investment Ltd.

Director

Encl: Disclosure in the prescribed format



## Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

### Part -A- Details of the Acquisition

Name of the Target Company (TC)	Adani Ports and Special Economic Zone Limited ("TC")						
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Flourishing Trade and Investment Ltd (hereinafter the "Acquirer")  Persons acting in concert with the Acquirer: Other shareholders of the TC 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 Rajesh S. Adani & Smt. Shiin R. Adani (on behalf of Rajesh S. Adani Family Trust); (iii); Adani Tradeline LLP (iv) Worldwide Emerging Market Holding Ltd. (v) Afro Asia Trade and Investments Ltd.; (vi) Emerging Market Investment DMCC; (vii) Shri Gautam S. Adani; (viii) Shri Rajesh S. Adani; (ix) Adani Properties Pvt. Ltd. (hereinafter the "PAC")  Note: The Acquirer has purchased shares from Universal Trade and Investments Ltd ("Seller"). The Seller, as on date, is disclosed as a part of the promoter and promoter group of the TC.						
Whether the acquirer belongs to Promoter/Promoter group	Yes, As on the date, the majority ownership and control over the Acquirer and the Seller are held by same person(s).  Further, the Acquirer shall, pursuant to the acquisition of equity shares from the Seller, be disclosed as part of promoter and promoter group of the TC in its shareholding pattern.						
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited						
Details of the acquisition as follows	<table border="1"> <thead> <tr> <th>Number</th> <th>% w.r.t. total share/voting capital wherever</th> <th>% w.r.t. total diluted share/voting capital of</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Number	% w.r.t. total share/voting capital wherever	% w.r.t. total diluted share/voting capital of			
Number	% w.r.t. total share/voting capital wherever	% w.r.t. total diluted share/voting capital of					

	applicable(*)	the TC (**)	
<b>Before the acquisition under consideration, holding of Acquirer and PAC:</b>			
a) Shares carrying voting rights	Prior to the present inter-se transfer, the Acquirer (individually) held 2,43,06,696 (1.20%) equity shares of the TC, and the shareholding of the entire promoter and promoter group of the TC (including the Acquirer and the Seller) aggregated to 129,49,91,018 (63.74%) equity shares carrying voting rights of the TC.		
b) Shares in the nature of encumbrance (pledged/lien/non-disposal/undertaking/others)			
c) Voting rights (VR) otherwise than by equity shares			
a) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Please see Annexure 1 for further details.		
<b>e) Total (a+b+c+d)*</b>	<b>129,49,91,018</b>	<b>63.74%</b>	<b>63.74%</b>
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired/sold	7,95,41,248 (3.91%) equity shares carrying voting rights have been acquired by the Acquirer from the Seller (pursuant to an inter-se transaction between 'qualifying persons, exempt under Regulation 10(1)(a)(iii) of the Takeover Regulations).		
b) VRs acquired/sold otherwise than by shares			
e) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Please see Annexure 1 for further details.		
a) Shares encumbered /invoked/released by the acquirer.			
<b>b) Total (a+b+c+d)</b>	<b>7,95,41,248</b>	<b>3.91%</b>	<b>3.91%</b>
<b>After the acquisition/sale, holding of Acquirer and PAC:</b>			
a) Shares carrying voting rights	After the present acquisition, the Acquirer holds 10,38,47,344 (5.11%) equity shares of the TC, and the Seller does not hold any equity shares/voting rights in the TC.		
b) Shares encumbered with the acquirer			
c) VRs otherwise than by equity shares			
a) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	The shareholding of the entire promoter and promoter group of the TC (including the Acquirer) aggregates to 129,49,91,018 (63.74%) equity shares carrying voting rights of the TC. Please see Annexure 1 for further details.		
<b>b) Total (a+b+c+d)*</b>	<b>129,49,91,018</b>	<b>63.74%</b>	<b>63.74%</b>
Mode of acquisition (e.g. open market / public issue /	Inter-se transfer (off-market): Acquirer has acquired		

rights issue / preferential allotment / inter-se transfer, etc.)	aggregate 7,95,41,248 (3.91%) of equity shares of the TC from Seller on 29-12-2020, being the date of transfer of equity shares by the Seller to the Acquirer.
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	Not applicable
Date of acquisition / off date of receipt of intimation of allotment of shares/ VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	29-12-2020 being the date of transfer of equity shares by the Seller to the Acquirer.
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 4,06,35,03,522 (203,17,51,761 equity shares of face value of Rs. 2 each)
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 4,06,35,03,522 (203,17,51,761 equity shares of face value of Rs. 2 each)
Total diluted share/voting capital of the TC after the said acquisition	Rs. 4,06,35,03,522 (203,17,51,761 equity shares of face value of Rs. 2 each)

\* Indicates the entire shareholding of the promoter and promoter group in the TC. Note that the Acquirer and the Seller, as on date, belong to the promoter and promoter group of the TC, and accordingly there is no change in the aggregate shareholding in the promoter and promoter group of TC, pursuant to the aforesaid transfer of equity shares.

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  
(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Flourishing Trade and Investment Ltd.

Director

Place: Mauritius  
Date: December 30, 2020



Sl. No.	Name of the Company	Particulars		Particulars		Particulars		Particulars		Particulars		
		No. of Shares	Face Value	No. of Shares	Face Value	No. of Shares	Face Value	No. of Shares	Face Value	No. of Shares	Face Value	
1	Flourishing Trade and Investment Ltd.	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000	
2	...	...	...	...	...	...	...	...	...	...	...	
3	...	...	...	...	...	...	...	...	...	...	...	
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8	...	...	...	...	...	...	...	...	...	...	...	
9	...	...	...	...	...	...	...	...	...	...	...	
Grand Total (A + B) (C) (D) (E) (F) (G) (H) (I) (J) (K) (L) (M) (N) (O) (P) (Q) (R) (S) (T) (U) (V) (W) (X) (Y) (Z)		...	...	...	...	...	...	...	...	...	...	...

For and on behalf of Flourishing Trade and Investment Ltd.

Director  
Date: December 30, 2009  
Place: Mumbai

