

Universal Trade and Investments Ltd

6th Floor, Tower I, Nexteracom Building, Ebene, Mauritius
Phone: 230 404 0200 Fax: 230 404 0201

December 30, 2020

To,
BSE Limited
(Scrip code: S32921)
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited
(Symbol: ADANIPOINTS)
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(2) read with Regulation 29(3) of the SEBI Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, regarding disposal of equity shares of Adani Ports and Special Economic Zone Limited ("APSEZL") through inter-se transfer of shares, to Flourishing Trade and Investment Ltd. ("Acquirer").

In compliance with the disclosure requirements set out under Regulation 29(2) 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 sale of 7,95,41,248 (3.91%) equity shares having face value of Rs. 2/- each of APSEZL by Universal Trade and Investments Ltd to the Acquirer, by way of inter-se transfer of shares amongst 'qualifying persons', pursuant to exemption under Regulation 10(1)(a)(iii) of the Takeover Regulations.

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

For **Universal Trade and Investments Ltd.**



Director

Encl: Disclosure in the prescribed format



Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Adani Ports and Special Economic Zone Limited ("TC")		
Name(s) of the acquirer/seller and Persons Acting in Concert (PAC) with the acquirer/seller	<p>Universal Trade and Investments Ltd. (hereinafter the "Seller")</p> <p><u>Persons acting in concert:</u> Other shareholders of 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. Shilin 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")</p> <p>Note: The Seller has sold shares to Flourishing Trade and Investment Ltd ("Acquirer"). The Seller, as on date, is disclosed as a part of the promoter and promoter group of the TC, and the majority ownership and control of the Acquirer and the Seller are held by the same person(s).</p>		
Whether the seller belongs to Promoter/Promoter group	Yes		
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 / disposal by the Seller as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)

<p>Before the disposal under consideration, holding of <u>Seller and PAC</u>:</p> <p>a) Shares carrying voting rights</p> <p>b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)</p> <p>c) Voting rights (VR) otherwise than by equity shares</p> <p>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)</p>	<p>Prior to the present disposal of equity shares, the Seller (individually) held 7,95,41,248 (3.91%) 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.</p> <p>Please see Annexure 1 for further details.</p>		
<p>e) Total (a+b+c+d)[#]</p>	<p>129,49,91,018</p>	<p>63.74%</p>	<p>63.74%</p>
<p>Details of acquisition/sale holding of Seller</p> <p>a) Shares carrying voting rights acquired/sold</p> <p>b) VRs acquired /sold otherwise than by shares</p> <p>c) 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</p> <p>d) Shares encumbered / invoked/released by the acquirer.</p>	<p>7,95,41,248 (3.91%) equity shares carrying voting rights have been sold by the Seller to the Acquirer (pursuant to an <i>inter-se</i> transaction between 'qualifying persons, exempt under Regulation 10(1)(a)(iii) of the Takeover Regulations).</p> <p>Please see Annexure 1 for further details.</p>		
<p>e) Total (a+b+c+/-d)</p>	<p>7,95,41,248</p>	<p>3.91%</p>	<p>3.91%</p>
<p>After the acquisition/sale, holding of <u>Seller and PAC</u>:</p> <p>a) Shares carrying voting rights</p>	<p>After the present disposal, the Seller does not hold any equity shares/voting rights in the TC.</p> <p>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</p>		

b) Shares encumbered with the acquirer	rights of the TC.		
e) VRs otherwise than by equity shares			
d) 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	Please see Annexure 1 for further details.		
e) Total (a+b+c+d)*	129,49,91,018	63.74%	63.74%
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Inter-se transfer (off-market): The Seller has sold aggregate 7,95,41,248 (3.91%) of equity shares of the TC to the Acquirer on 29-12-2020, being the date of transfer of equity shares by the Seller.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	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/sale	Rs. 406,35,03,522 (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/sale	Rs. 406,35,03,522 (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/sale	Rs. 406,35,03,522 (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.*

Note:

(*) 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 Universal Trade and Investments Ltd.



Director

Place: Mauritius

Date: December 30, 2020



Sr. No.	Name of Target Company(TC)	Holding before the sell under consideration				Holding after the sell under consideration			
		No. of shares carrying voting rights	% w.r.t total shareholding capital wherever applicable	% w.r.t total diluted share / voting capital of the TC	No. of Warrants that entitles the Acquirers to receive shares carrying voting rights in the TC	No. of shares	% w.r.t total shareholding capital wherever applicable	% w.r.t total diluted share / voting capital of the TC	No. of Warrants that entitles the Acquirers to receive shares carrying voting rights in the TC
Details of Seller									
1	Universal Trade and Investments Ltd.	79,541,248	3.91	(3.91)	(79,541,248)	3.91	(3.91)	-	-
	Total (A) - Seller	79,541,248	3.91	(3.91)	79,541,248	3.91	(3.91)	-	-
Details of Acquirer									
1	Flourishing Trade and Investment Ltd.	24,306,698	1.20	1.20	24,306,698	3.91	3.91	103,847,944	5.11
	Total (B) - Acquirer	24,306,698	1.20	1.20	24,306,698	3.91	3.91	103,847,944	5.11
Details of Shareholders who are PAC									
1	Shri Gautam S. Adani & Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	799,553,935	39.34	-	-	-	-	799,553,935	39.34
2	Shri Rajesh B. Adani & Smt. Shilin R. Adani (on behalf of Rajesh S. Adani Family Trust)	30,000	0.00	-	-	-	-	30,000	0.00
3	Adani TradeLine LLP	138,193,549	6.80	-	-	-	-	138,193,549	6.80
4	Worldwide Emerging Market Holding Ltd.	77,756,181	3.83	-	-	-	-	77,756,181	3.83
5	Aho Aho Trade and Investments Ltd.	89,945,212	4.43	-	-	-	-	89,945,212	4.43
6	Emerging Market Investment DMCC	84,179,195	4.14	-	-	-	-	84,179,195	4.14
7	Gautam S. Adani	1	0.00	-	-	-	-	1	0.00
8	Rajesh S. Adani	1	0.00	-	-	-	-	1	0.00
9	Adani Properties Pvt. Ltd.	1,685,000	0.08	-	-	-	-	1,685,000	0.08
	Total (c) - PAC	1,191,143,074	58.63	-	-	-	-	1,191,143,074	58.63
	Grand Total (a) + (b) + (c) (consisting of holding of Promoter and Promoter Group)	1,294,891,018	63.74	-	-	-	-	1,294,891,018	63.74

For and on behalf of Universal Trade and Investments Ltd.

CA 00

Director
Date: December 30, 2020
Place: Mauritius

