

Flourishing Trade and Investment Limited

C/o, Amicorp (Mauritius) Ltd, 6th Floor, Tower I, Nexteracom Building, Ebene, Mauritius.
Tel: + 230 4040200 Fax: +230 4040201 Email: 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: ADANIPTS)
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Adani Ports and Special Economic Zone Limited (APSEZL)
"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 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").

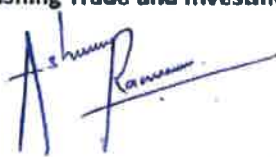
In compliance with the disclosure requirements set out under Regulation 29(2) read with Regulation 29(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), please find enclosed herewith a disclosure in the prescribed format in relation to 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.

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(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 and Persons Acting in Concert (PACs) with the acquirer	<p>Flourishing Trade and Investment Ltd (hereinafter the "Acquirer")</p> <p><u>Persons acting in concert with the Acquirer:</u> 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. 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 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.</p>		
Whether the acquirer belongs to Promoter/Promoter group	<p>Yes, As on the date, the majority ownership and control over the Acquirer and the Seller are held by same person(s).</p> <p>Further, the Acquirer shall, pursuant to the acquisition of equity shares from the Seller, be disclosed as part of promoter and promote group of the TC in its shareholding pattern.</p>		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	<p>BSE Limited</p> <p>National Stock Exchange of India Limited</p>		
Details of the acquisition 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 acquisition under consideration, holding of Acquirer and PAC:</p> <p>a) Shares carrying voting rights</p> <p>b) Shares in the nature of encumbrance (pledge/ <u>lien/non-disposal</u> 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 <i>inter-se</i> 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.</p> <p>Please see Annexure 1 for further details.</p>			
<p>e) Total (a+b+c+d)^e</p>	<table border="1"> <tr> <td data-bbox="774 896 981 952">129,49,91,018</td> <td data-bbox="981 896 1173 952">63.74%</td> <td data-bbox="1173 896 1375 952">63.74%</td> </tr> </table>	129,49,91,018	63.74%	63.74%
129,49,91,018	63.74%	63.74%		

<p>Details of acquisition/sale holding of Acquirer</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 acquired by the Acquirer from the Seller (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>	<table border="1"> <tr> <td data-bbox="774 1422 981 1478">7,95,41,248</td> <td data-bbox="981 1422 1173 1478">3.91%</td> <td data-bbox="1173 1422 1375 1478">3.91%</td> </tr> </table>	7,95,41,248	3.91%	3.91%
7,95,41,248	3.91%	3.91%		

<p>After the acquisition/sale, holding of Acquirer and PAC:</p> <p>a) Shares carrying voting rights</p> <p>b) Shares encumbered with the acquirer</p> <p>c) VRs 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) after</p>	<p>After the present acquisition, the Acquirer holds 10,38,47,944 (5.11%) equity shares of the TC, and 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 rights of the TC.</p>
---	--

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): Acquirer has acquired 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.		
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. 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/sale	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/sale	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.

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 Flourishing Trade and Investment Ltd.

Director

Place: Mauritius

Date: December 30,2020



Sr. No.	Name of Target Company(TC): Adani Ports and Special Economic Zone Limited	Holding before the acquisition under consideration				Details of Acquisition				Holding after the acquisition under consideration			
		No. of shares carrying voting rights	% w.r.t. total shareholding capital wherever applicable	% w.r.t. total shares / voting capital of the TC	No. of shares	No. of Warrants that enables the Acquirers to receive shares carrying voting rights in the TC	% w.r.t. total diluted share / voting capital of the TC	No. of shares	No. of Warrants that enables the Acquirers to receive shares carrying voting rights in the TC	% w.r.t. total diluted share / voting capital of the TC	No. of shares	No. of Warrants that enables the Acquirers to receive shares carrying voting rights in the TC	% w.r.t. total diluted share / voting capital of the TC
1	Flourishing Trade and Investments Ltd.	24,306,696	1.20	1.20	79,541,248	3.91	3.91	103,847,944	5.11	5.11	103,847,944	5.11	
	Total (a) - Acquirer	24,306,696	1.20	1.20	79,541,248	3.91	3.91	103,847,944	5.11	5.11	103,847,944	5.11	
Details of Seller													
1	Universal Trade and Investments Ltd	79,541,248	3.91	3.91	(79,541,248)	(3.91)	(3.91)	-	-	-	-	-	
	Total (b) - Seller	79,541,248	3.91	3.91	(79,541,248)	(3.91)	(3.91)	-	-	-	-	-	
Details of Shareholders who are PAC with the Acquirer													
1	Shri Gautam S. Adani & Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	799,353,935	39.34	39.34	-	-	-	799,353,935	39.34	39.34	799,353,935	39.34	
2	Shri Rajesh S. Adani & Shri Shilin R. Adani (on behalf of Rajesh S. Adani Family Trust)	30,000	0.00	0.00	-	-	-	30,000	0.00	0.00	30,000	0.00	
3	Adani Tradeline LLP	138,193,549	6.80	6.80	-	-	-	138,193,549	6.80	6.80	138,193,549	6.80	
4	Worldwide Emerging Market Holding Ltd.	77,756,181	3.83	3.83	-	-	-	77,756,181	3.83	3.83	77,756,181	3.83	
5	Abro Asia Trade and Investments Ltd	88,945,212	4.43	4.43	-	-	-	88,945,212	4.43	4.43	88,945,212	4.43	
6	Emerging Market Investment DMCC	84,179,195	4.14	4.14	-	-	-	84,179,195	4.14	4.14	84,179,195	4.14	
7	Gautam S. Adani	1	0.00	0.00	-	-	-	1	0.00	0.00	1	0.00	
8	Rajesh S. Adani	1	0.00	0.00	-	-	-	1	0.00	0.00	1	0.00	
9	Adani Properties Pvt. Ltd.	1,665,000	0.08	0.08	-	-	-	1,665,000	0.08	0.08	1,665,000	0.08	
	Total (c) - PAC	1,191,143,074	58.63	58.63	-	-	-	1,191,143,074	58.63	58.63	1,191,143,074	58.63	
	Grand Total (a) + (b) + (c) (consisting of holding of Promoter and Promoter Group)	1,244,951,018	63.74	63.74	-	-	-	1,244,951,018	63.74	63.74	1,244,951,018	63.74	

For and on behalf of Flourishing Trade and Investment Ltd.

Asif Sumar

Director
Date: December 30, 2020
Place: Mauritius

