

Flourishing Trade & Investment Limited

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

Tel: + 230 4040200 Fax: +230 4040201 Email: account@flourishingti.com

February 21, 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

To:

The Company Secretary

Adani Power Limited

Shikhar, Near Adani House, Near Mithakhali Six Roads,

Navrangpura, Ahmedabad-380 009

Sub: Disclosure / Report under Regulation 29(2) read with Regulation 29(3) 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 Power Limited ("APL")

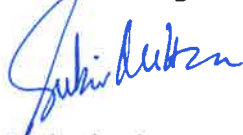
Dear Sir,

Please find attached herewith disclosure in the prescribed format under Regulation 29(2) read with Regulation 29(3) of Takeover Regulations relating to acquisition of **15,10,62,201 (3.92%) equity shares of Adani Power Limited** on 19th day of February, 2019 by Flourishing Trade and Investment Ltd.

This is in compliance with Regulation 29(2) read with 29(3) of Takeover Regulations.

Kindly take the same on record.

For Flourishing Trade and Investment Ltd.



Authorised Signatory

Encl: a/a.

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

Name of the Target Company (TC)	Adani Power Limited (APL)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p>(1) Flourishing Trade and Investment Ltd. (hereinafter the "Acquirer /Transferee")</p> <p>(2) Pan Asia Trade & Investment Pvt. Ltd. ("Transferor")</p> <p>Persons acting in concert with the Acquirer: Other shareholders of APL belonging to its promoter and promoter group, namely: (i) Adani Tradeline LLP; (ii) Shri Gautam S. Adani & Shri Rajesh S. Adani (On behalf of S. B. Adani Family Trust); (iii) Shri Gautam S. Adani & 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) Emerging Market Investment DMCC; (viii) Shri Gautam S. Adani; and (ix) Shri Rajesh S. Adani (hereinafter the "PAC")</p>		
Whether the acquirer 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 as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of <u>Acquirer and PAC</u>:	Prior to the present acquisition, Acquirer held Nil		

8

<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>Equity Shares of APL.</p> <p>Transferor along with PAC held 289,16,12,567 (74.97%) Equity Shares carrying voting rights of APL as detailed in Annexure 1 attached herewith.</p>		
<p>e) Total (a+b+c+d)</p>	<p>289,16,12,567</p>	<p>74.97%</p>	<p>74.97%</p>
<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>15,10,62,201 (3.92%) Equity Shares carrying voting rights have been acquired by the Acquirer from the Transferor as detailed in Annexure1, pursuant to a scheme of amalgamation.</p>		
<p>e) Total (a+b+c+/-d)</p>	<p>15,10,62,201</p>	<p>3.92%</p>	<p>3.92%</p>



<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 acquisition</p>	<p>After the present acquisition, Acquirer holds 15,10,62,201 Equity Shares of APL (3.92%) and its PAC hold 274,05,50,366 Equity Shares of APL (71.06%), aggregating to 289,16,12,567 Equity Shares of APL (74.97%), as detailed in Annexure 1 attached herewith.</p>		
<p>e) Total (a+b+c+d)</p>	<p>289,16,12,567</p>	<p>74.97%</p>	<p>74.97%</p>
<p>Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)</p>	<p>Amalgamation- Acquirer has acquired 15,10,62,201 (3.92%) Equity Shares of APL from Transferor on February 19, 2019, being the date of Certificate of Amalgamation received from the Registrar of Companies, Republic of Mauritius.</p>		
<p>Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable</p>	<p>February 19, 2019 being the date of Certificate of Amalgamation received from the Registrar of Companies, Republic of Mauritius.</p>		
<p>Equity share capital / total voting capital of the TC before the said acquisition/sale</p>	<p>Equity share capital of APL before the said acquisition = Rs. 38,56,93,89,410 (3,85,69,38,941 Equity Shares of face value of Rs. 10 each)</p>		
<p>Equity share capital/ total voting capital of the TC after the said acquisition/sale</p>	<p>Equity share capital of APL after the said acquisition = Rs. 38,56,93,89,410 (3,85,69,38,941 Equity Shares of face value of Rs. 10 each)</p>		
<p>Total diluted share/voting capital of the TC after the said acquisition/sale</p>	<p>Diluted equity share capital of APL after the said acquisition = Rs. 38,56,93,89,410 (3,85,69,38,941</p>		



	Equity Shares of face value of Rs. 10 each)
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Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) 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.

Note: The aforesaid disclosure is made by the Acquirer, as the Acquirer has acquired 15,10,62,201 (3.92%) of equity shares of APL from the Transferor on February 19, 2019, being the date of Certificate of Amalgamation received from the Registrar of Companies, Republic of Mauritius.

For Flourishing Trade and Investment Ltd.



Authorised Signatory

Date: 21-02-2019

Name of Target Company(TC): Adani Power Limited (APL)

Sr. No.	Name of Acquirer	Before the acquisition under consideration, holding of Acquirer and PAC:						After the acquisition under consideration, holding of Acquirer and PAC:					
		No. of shares carrying voting rights	No. of Warrants that entitles the Acquirer to receive shares carrying voting rights in the TC	% w.r.t total share/voting capital wherever applicable	% w.r.t total diluted share / voting capital of the TC	No. of shares	No. of Warrants that entitles the Acquirer to receive shares carrying voting rights in the TC	% w.r.t total share/voting capital wherever applicable	% w.r.t total diluted share / voting capital of the TC	No. of shares	No. of Warrants that entitles the Acquirer to receive shares carrying voting rights in the TC	% w.r.t total share/voting capital wherever applicable	% w.r.t total diluted share / voting capital of the TC
1	Flourishing Trade and Investment Ltd	-	-	-	-	151,062,201	-	3.92	3.92	151,062,201	-	3.92	3.92
	Total (a) - Acquirer	-	-	0.00	0.00	151,062,201	-	3.92	3.92	151,062,201	-	3.92	3.92
Details of Transferor													
2	Pan Asia Trade & Investment Pvt. Ltd	151,062,201	-	3.92	3.92	(151,062,201)	-	-3.92	-3.92	0	-	-	0.00
	Total (b) - Transferor	151,062,201	-	3.92	3.92	(151,062,201)	-	-3.92	-3.92	-	-	-	-
Details of Shareholders who are PAC with the Acquirer													
3	Adani TradeLine LLP (earlier known as Parsa Kente Rail Infra LLP)	377,180,885	-	9.78	9.78	-	-	-	-	377,180,885	-	9.78	9.78
4	Shri Gautam S. Adani & Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	1,405,179,633	-	36.43	36.43	-	-	-	-	1,405,179,633	-	36.43	36.43
5	Shri Gautam S. Adani & Smt Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	16,432,820	-	0.43	0.43	-	-	-	-	16,432,820	-	0.43	0.43
6	Worldwide Emerging Market Holding Ltd.	192,846,900	-	5.00	5.00	-	-	-	-	192,846,900	-	5.00	5.00
7	Afro Asia Trade and Investments Ltd.	265,485,675	-	6.88	6.88	-	-	-	-	265,485,675	-	6.88	6.88
8	Universal Trade and Investments Ltd.	291,124,451	-	7.55	7.55	-	-	-	-	291,124,451	-	7.55	7.55
9	Emerging Market Investment DMCC	192,300,000	-	4.99	4.99	-	-	-	-	192,300,000	-	4.99	4.99
10	Gautam S. Adani	1	-	0.00	0.00	-	-	-	-	1	-	0.00	0.00
11	Rajesh S. Adani	1	-	0.00	0.00	-	-	-	-	1	-	0.00	0.00
	Total (c) - PAC	2,740,650,366	-	71.06	71.06	-	-	-	-	2,740,650,366	-	71.06	71.06
	Grand Total (a) + (b) + (c) (consisting of holding of Promoter and Promoter Group)	2,891,612,567	-	74.97	74.97	-	-	-	-	2,891,612,567	-	74.97	74.97

Note:

Acquirer has acquired 15,10,62,201 (3.92%) of equity shares of APL from Transferor on 19th February, 2019 being the date Certificate of Amalgamation received from the Registrar of Companies, Republic of Mauritius

For Flourishing Trade and Investment Ltd.



Authorised Signatory

Date: 21-02-2019