



Acropolis Trade & Investments Ltd

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January 29, 2020

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

Adani Gas Limited

Adani House,
Near Mithakhali Circle Six Roads, Navrangpura,
Ahmedabad – 380009
Gujarat

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 indirect 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 indirect acquisition of **9,07,49,100 (8.25%) equity shares of Adani Gas Limited** on January 23,2020 by Acropolis Trade and Investments Ltd. from Global Resources Investment Holding 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 **Acropolis Trade and Investments 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 Ltd. (AGL)	
2.	Name of the acquirer(s)	<p>(1) Acropolis Trade and Investments Ltd (hereinafter the “Acquirer /Transferee”) (please refer note 3 below)</p> <p>(2) Global Resources Investment Holding 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 & Shri Rajesh S. Adani (On behalf of S. B. Adani Family Trust); (ii) Adani Tradeline LLP; (iii) Shri Gautam S. Adani & Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust); (iv) Worldwide Emerging Market Holding Ltd; (v) Universal Trade and Investments Ltd; (vi) Afro Asia Trade and Investments Ltd; (vii) Flourishing Trade And Investment Ltd (viii) Shri Gautam S. Adani; (ix) Shri Rajesh S. Adani; (x) Rahi R. Adani; (xi) Vanshi R. Adani and (xii) Total Holding SAS (hereinafter the “PAC”)</p>	
3.	Name of the stock exchange where shares of the TC are listed	BSE Ltd. National Stock Exchange of India Ltd.	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Pursuant to scheme of amalgamation of the Transferor into the Acquirer/ Transferee, the Acquirer has indirectly acquired 9,07,49,100 (8.25%) equity shares of AGL from Transferor on January 23, 2020 being the date of order of Supreme Court of Mauritius approving the scheme of amalgamation	
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 Global Resources Investment Holding Ltd	No	Not applicable
	b. Date of acquisition 23-01-2020	No	Not applicable
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above: 9,07,49,100 equity shares of AGL acquired indirectly	No	Not applicable
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC 8.25% of diluted share capital of AGL	No	Not applicable
	e. Price at which shares are proposed to be acquired / actually acquired Not applicable	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 Annexure 1 attached herewith	
	Each Seller / Transferor –		

For Acropolis Trade and Investments Ltd.



Director / Authorised Signatory

Date: 29-01-2020

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.

3. Global Resources Investment Holding Ltd held 9,07,49,100 shares (8.25%) of AGL indirectly through Worldwide Emerging Market Holding Limited , Afro Asia Trade and Investments Limited and Universal Trade and Investments Limited. Pursuant to scheme of amalgamation involving merger of Global Resources Investment Holding Ltd into Acropolis Trade and Investments Ltd sanctioned by Supreme Court of Mauritius vide order dated 23 January 2020, shares of AGL held indirectly by Global Resources Investment Holding Ltd stand transferred indirectly to Acropolis Trade and Investments Ltd. Global Resources Investment Holding Ltd has therefore been shown as transferor and Acropolis Trade and Investments Ltd has been shown as acquirer / transferee in this form.

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
Details of Acquirer/Transferee				
Acropolis Trade and Investments Ltd.	NIL	0.00	NIL	0.00
Total - Acquirers - (a)	NIL	0.00	0	0.00

Details of Seller/Transferor

Global Resources Investment Holding Ltd.	NIL	0.00	NIL	0.00
Total - Seller - (b)	NIL	0.00	NIL	0.00

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
Flourishing Trade and Investment Ltd.	3,688,000	0.34	3,688,000	0.34
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
Total Holdings SAS	595	0.00	595	0.00
Total - PAC (c)	822,664,076	74.80	822,664,076	74.80
Grand Total (a+b+c)	822,664,076	74.80	822,664,076	74.80

* Global Resources Investment Holding Ltd held 9,07,49,100 shares (8.25%) of AGL indirectly through Worldwide Emerging Market Holding Limited, Afro Asia Trade and Investment Limited and Universal Trade and Investment Limited. Pursuant to scheme of amalgamation involving merger of Global Resources Investment Holding Ltd into Acropolis Trade and Investment Ltd sanctioned by Supreme Court of Mauritius vide order dated 23 January 2020, shares of AGL held indirectly by Global Resources Investment Holding Ltd stand transferred indirectly to Acropolis Trade and Investment Ltd. Global Resources Investment Holding Ltd has therefore been shown as transferor and Acropolis Trade and Investment Ltd has been shown as acquirer / transferee in this form.

For Acropolis Trade and Investments Ltd.

Authorized Signatory
Date: 29-01-2020