

## **Dome Trade and Investment Ltd**

6<sup>th</sup> Floor, Tower 1, Nexteracom Building, Ebene, Republic of Mauritius  
Tel: + (230) 404-0200 Fax: + (230) 404-0201

March 2, 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

**Sub: Disclosure under Regulation 10(5) 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 Green Energy Limited (AGEL)**

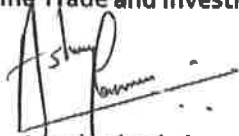
Dear Sir,

Please find attached herewith disclosure in the prescribed format under Regulation 10(5) of the Takeover Regulations with respect to proposed indirect acquisition of 20,77,12,675 (13.28%) equity shares of **Adani Green Energy Limited** by Dome Trade and Investment Limited from Acropolis Trade and Investments Limited.

This is in compliance with Regulation 10(5) of Takeover Regulations.

Kindly take the same on record.

For Dome Trade and Investment Ltd.



Director / Authorised Signatory

Encl:a/a.



**Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

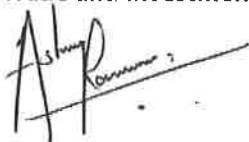
|    |                                                                                                                                                                                                                                                                        |                                                                                                                                                               |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Name of the Target Company (TC)                                                                                                                                                                                                                                        | Adani Green Energy Limited                                                                                                                                    |
| 2. | Name of the acquirer(s)                                                                                                                                                                                                                                                | Dome Trade and Investment Limited<br>(Dome / Acquirer)                                                                                                        |
| 3. | Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters                                                                                                               | Please refer note below                                                                                                                                       |
| 4. | Details of the proposed acquisition                                                                                                                                                                                                                                    |                                                                                                                                                               |
|    | a. Name of the person(s) from whom shares are to be acquired                                                                                                                                                                                                           | Please refer note below                                                                                                                                       |
|    | b. Proposed date of acquisition                                                                                                                                                                                                                                        | The date of issuance of certificate of amalgamation by the Registrar of Companies, Mauritius which shall be a date post March 9, 2020                         |
|    | c. Number of shares to be acquired from each person mentioned in 4(a) above                                                                                                                                                                                            | Acquirer shall indirectly acquire 20,77,12,675 equity shares held by Universal in Target Company. Please refer note below                                     |
|    | d. Total shares to be acquired as % of share capital of TC                                                                                                                                                                                                             | Acquirer shall indirectly acquire the shares held by Universal in Target Company i.e. 13.28% of the share capital of Target Company. Please refer note below. |
|    | e. Price at which shares are proposed to be acquired                                                                                                                                                                                                                   | Not applicable - Please refer note below                                                                                                                      |
|    | f. Rationale, if any, for the proposed transfer                                                                                                                                                                                                                        | Please refer note below                                                                                                                                       |
| 5. | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer                                                                                                                                                                 | Regulation 10(1)(a)(iii)                                                                                                                                      |
| 6. | If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period. | INR 179.50                                                                                                                                                    |
| 7. | If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.                                                                                                                                                         | Not applicable                                                                                                                                                |

|     |                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                               |                                   |                                |                                   |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------|-----------------------------------|
| 8.  | Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.                                                                                                 | Not applicable – please refer note below                                                                                                                                                                                                      |                                   |                                |                                   |
| 9.  | Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) | Acropolis Trade and Investments Limited (transferor) and Dome Trade and Investment Limited (transferee) have complied / will comply with the disclosure requirements in Chapter V of the Takeover Regulations, 2011, to the extent applicable |                                   |                                |                                   |
| 10. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.                                                                                                         | All the applicable conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with                                                                                                                      |                                   |                                |                                   |
| 11. | 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 |
|     | a                                                                                                                                                                                                                                                       | Acquirer(s) and PACs (other than sellers)(*)                                                                                                                                                                                                  |                                   | Please refer Annexure 1        |                                   |
|     | b                                                                                                                                                                                                                                                       | Seller (s)                                                                                                                                                                                                                                    |                                   |                                |                                   |

(\*) Shareholding of each entity may be shown separately and then collectively in a group.

Signature : For Dome Trade and Investment Ltd

Director




Date: 2<sup>nd</sup> March, 2020

The above disclosure shall be signed by the acquirer mentioning date. 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.

**Note:**

Universal Trade and Investments Limited ("Universal" - a Mauritius company and a part of the promoter group of Adani Green Energy Limited, the target company holds 20,77,12,675 equity shares of Adani Green Energy Limited. 100% shares of Universal are held by Acropolis Trade and Investments Limited ("Acropolis" - another Mauritius company). Acropolis has another wholly owned subsidiary in Mauritius viz. Dome Trade and Investment Limited (Dome). Dome in turn has a wholly owned subsidiary in Mauritius viz. Fervent Trade and Investment Limited (Fervent). Pursuant to a scheme of arrangement involving amalgamation of Fervent into Universal under the laws of Mauritius, shares carrying 67% voting rights in Universal will be held by Dome (being shareholder of Fervent) and shares carrying 33% voting rights in Universal will be held by Acropolis. Regulation 10(1)(a)(iii) of the Takeover Regulations, 2011 provides that acquisition pursuant to inter se transfer of shares amongst a company and its subsidiary will be exempt from obligation to make open offer under Regulation 3 and 4 of the Takeover Regulations, 2011. This form is therefore being filed under Regulation 10(5) of Takeover Regulations, 2011. For the purpose of this form, Dome has been regarded as Acquirer and Acropolis has been treated as transferor. As already mentioned above, Dome is a wholly owned subsidiary of Acropolis.

## Annexure 1

Name of Target Company(TC): Adani Green Energy Limited (AGEL)

| 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 |
| <b>Details of Acquirer/Transferee</b> |                                 |                                   |                                |                                   |
| Dome Trade and Investment Ltd.        | NIL                             | 0.00                              | NIL                            | 0.00                              |
| <b>Total - Acquirer - (a)</b>         | <b>NIL</b>                      | <b>0.00</b>                       | <b>0</b>                       | <b>0.00</b>                       |

**Details of Transferor**

|                                      |            |             |            |             |
|--------------------------------------|------------|-------------|------------|-------------|
| Acropolis Trade and Investments Ltd. | NIL        | 0.00        | NIL        | 0.00        |
| <b>Total - Transferor - (b)</b>      | <b>NIL</b> | <b>0.00</b> | <b>NIL</b> | <b>0.00</b> |

**Details of Persons acting in concert (PAC) with the Acquirer i.e. Other shareholders of AGEL belonging to promoter and promoter group of AGEL**

|                                                                           |                      |              |                      |              |
|---------------------------------------------------------------------------|----------------------|--------------|----------------------|--------------|
| Gautam S. Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust) | 384,372,075          | 24.58        | 384,372,075          | 24.58        |
| Worldwide Emerging Market Holding Ltd.                                    | 23,020,021           | 1.47         | 23,020,021           | 1.47         |
| Universal Trade and Investments Ltd.*                                     | 207,712,675          | 13.28        | 207,712,675          | 13.28        |
| Afro Asia Trade and Investments Ltd.                                      | 23,020,021           | 1.47         | 23,020,021           | 1.47         |
| Flourishing Trade and Investment Ltd.                                     | 2,806,568            | 0.18         | 2,806,568            | 0.18         |
| Adani Trading Services LLP                                                | 530,579,350          | 33.92        | 530,579,350          | 33.92        |
| Rahi R. Adani                                                             | 100,000              | 0.01         | 100,000              | 0.01         |
| Vanshi R. Adani                                                           | 100,000              | 0.01         | 100,000              | 0.01         |
| <b>Total - PAC (c)</b>                                                    | <b>1,171,710,710</b> | <b>74.92</b> | <b>1,171,710,710</b> | <b>74.92</b> |
| <b>Grand Total (a+b+c)</b>                                                | <b>1,171,710,710</b> | <b>74.92</b> | <b>1,171,710,710</b> | <b>74.92</b> |

\* Universal Trade and Investments Limited ("Universal" - a Mauritius company and a part of the promoter group of Adani Green Energy Limited, the target company holds 20,77,12,675 equity shares of Adani Green Energy Limited. 100% shares of Universal are held by Acropolis Trade and Investments Limited ("Acropolis" - another Mauritius company). Acropolis has another wholly owned subsidiary in Mauritius viz. Dome Trade and Investment Limited (Dome). Dome in turn has a wholly owned subsidiary in Mauritius viz. Fervent Trade and Investment Limited (Fervent). Pursuant to a scheme of arrangement involving amalgamation of Fervent into Universal under the laws of Mauritius, shares carrying 67% voting rights in Universal will be held by Dome (being shareholder of Fervent) and shares carrying 33% voting rights in Universal will be held by Acropolis. Regulation 10(1)(a)(iii) of the Takeover Regulations, 2011 provides that acquisition pursuant to inter se transfer of shares amongst a company and its subsidiary will be exempt from obligation to make open offer under Regulation 3 and 4 of the Takeover Regulations, 2011. This form is therefore being filed under Regulation 10(5) of Takeover Regulations, 2011. For the purpose of this form, Dome has been regarded as Acquirer and Acropolis has been treated as transferor. As already mentioned above, Dome is a wholly owned subsidiary of Acropolis.

For Dome Trade and Investment Ltd.

Director  
Date: 02-03-2020