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

December 21 , 2020

To,

BSE Limited (Scrip code: 532921) Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001	**National Stock Exchange of India Limited** (Symbol: ADANIPORTS) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051

Dear Sir,

Sub: Prior intimation under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

Please see enclosed the prior intimation under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, with respect to the proposed acquisition of 7,95,41,248 equity shares of Adani Ports and Special Economic Zone Limited *by* Flourishing Trade and Investment Ltd, *from* Universal Trade and Investments Ltd (*inter-se* amongst the 'qualifying persons').

The aforesaid equity shares are proposed to be acquired by way of a sale, pursuant to an exemption under Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

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

Yours Faithfully,
For Flourishing Trade and Investment Ltd

Ashwahee Ramsurrun
Authorized Signatory

Flourishing Trade and Investment Ltd
The Common Seal of

CC: Mr. Kamesh Bhagia , Compliance Officer
Adani Ports and Special Economic Limited

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations, 2011")

1.	Name of the Target Company (TC)	Adani Ports and Special Economic Zone Limited
2.	Name of the acquirer(s)	Flourishing Trade and Investment Ltd ("**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	The Acquirer is disclosed as part of the promoter and promoter group of the TC, prior to the transaction.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Universal Trade and Investments Ltd ("**Seller**") - As on date, the Seller is disclosed as a part of the promoter and promoter group of the TC
	b. Proposed date of acquisition	Any time after 4 working days from the date of this intimation i.e., on or after December 29 , 2020
	c. Number of shares to be acquired from each person mentioned in 4(a) above	7,95,41,248 equity shares, in one or more tranches
	d. Total shares to be acquired as % of share capital of TC	3.91% of the share capital of the TC
	e. Price at which shares are proposed to be acquired	The shares of the TC will be acquired at a price not exceeding the limit provided in proviso (i) to Regulation 10(1)(a) of the Takeover Regulations, 2011
	f. Rationale, if any, for the proposed transfer	Inter-se transfer of shares amongst qualifying persons (who are part of promoter and promoter group of the TC), as per mutual agreement, as part of the internal restructuring.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(iii) of Takeover Regulations, 2011
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 393.25 per equity share

7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8	Not Applicable – the shares of the TC are frequently traded.
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	The Acquirer hereby confirms and declares that the acquisition price would not be higher by more than 25% of the price computed in point 6 above.
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	The Acquirer and the Seller hereby confirm and declare that they have complied (during 3 years prior to the date of proposed acquisition) / will comply with the disclosure requirements in Chapter V of the Takeover Regulations, 2011, to the extent applicable. The details of such previous disclosures by the Acquirer and the Seller are enclosed in **Annexure I** along with the copies of such disclosures.
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	The Acquirer hereby confirms and declares that all the conditions specified under Regulation 10(1)(a) with respect to exemptions, as applicable, have been/will be 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)(*)				
		Acquirer				
		Flourishing Trade and Investment Ltd	2,43,06,696	1.20%	10,38,47,944	5.11 %
		PACs with Acquirer – Other members of Promoter and Promoter of the TC				
		Gautambhai Shantilal Adani & Rajeshbhai Shantilal Adani (on behalf of S. B. Adani Family Trust)	79,93,53,935	39.34%	79,93,53,935	39.34%
		Shri Rajesh S. Adani/ Smt. Shilin R. Adani (on behalf of Rajesh S. Adani Family Trust)	30,000	0.00%	30,000	0.00%
		Adani Tradeline LLP	13,81,93,549	6.80%	13,81,93,549	6.80%
		Worldwide Emerging Market Holding Ltd.	7,77,56,181	3.83%	7,77,56,181	3.83%
		Afro Asia Trade and Investments Ltd.	8,99,45,212	4.43%	8,99,45,212	4.43%
		Emerging Market Investment DMCC	8,41,79,195	4.14%	8,41,79,195	4.14%

		Gautambhai Shantilal Adani	1	0.00%	1	0.00%
		Rajeshbhai Shantilal Adani	1	0.00%	1	0.00%
		Adani Properties Pvt. Ltd.	16,85,000	0.08%	16,85,000	0.08%
		TOTAL	**121,54,49,770**	**59.82%**	**129,49,91,018**	**63.74%**
	B	Seller(s) - Universal Trade and Investments Ltd	7,95,41,248	3.91%	0	0.00%

Note:

- (*) Shareholding of each entity may 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.

Authorised Signatory
Name of Acquirer: Flourishing Trade and Investment Ltd
Place: Mauritius
Date: 21st December, 2020

Flourishing Trade and Investment Ltd
The Common Seal of
*

ANNEXURE 1

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Part A-Details of Shareholding

1. Name of the Target Company (TC)	Adani Ports and Special Economic Zone Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited National Stock Exchange of India Limited		
3. Particulars of the shareholder(s) ~~a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.~~ ~~or~~ b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Universal Trade and Investments Ltd.		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31 of the year 2018, holding of: a) Shares ~~b) Voting Rights (otherwise than by shares)~~ ~~c) Warrants,~~ ~~d) Convertible Securities~~ ~~e) any other instrument that would entitle the holder to receive shares in the TC.~~	8,08,61,339	3.90	3.90
Total	8,08,61,339	3.90	3.90

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Signature of Authorized Signatory: For **Universal Trade and Investments Ltd.**

Authorised Signatory

Date: 03/04/2018

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(*) 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.

(**) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Part A-Details of Shareholding

1. Name of the Target Company (TC)	Adani Ports and Special Economic Zone Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited National Stock Exchange of India Limited		
3. Particulars of the shareholder(s) ~~a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.~~ ~~or~~ b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Universal Trade and Investments Ltd.		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31 of the year 2019, holding of: a) Shares ~~b) Voting Rights (otherwise than by shares)~~ ~~c) Warrants,~~ ~~d) Convertible Securities~~ ~~e) any other instrument that would entitle the holder to receive shares in the TC.~~	8,08,61,339	3.90	3.90
Total	8,08,61,339	3.90	3.90

Universal Trade and Investments Ltd.
The Common Seal of

Part- B**
Name of the Target Company: Adani Ports and Special Economic Zone Limited

Signature of Authorized Signatory: For **Universal Trade and Investments Ltd.**

Authorised Signatory

Universal Trade and Investments Ltd. The Common Seal of

Date: 04/04/2019

Note:
1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(*) 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.

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Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Part A-Details of Shareholding

1. Name of the Target Company (TC)	Adani Ports and Special Economic Zone Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited National Stock Exchange of India Limited		
3. Particulars of the shareholder(s) ~~a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.~~ ~~or~~ b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Flourishing Trade and Investment Ltd		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31 of the year 2020, holding of: a) Shares ~~b) Voting Rights (otherwise than by shares)~~ ~~c) Warrants,~~ ~~d) Convertible Securities~~ ~~e) any other instrument that would entitle the holder to receive shares in the TC~~.	1,21,20,696	0.60	0.60
Total	1,21,20,696	0.60	0.60

Flourishing Trade and Investment Ltd
The Common Seal of

Signature of Authorized Signatory: For **Flourishing Trade and Investment Ltd.**

Authorised Signatory

Place: Mauritius
Date: 08/05/2020

Note:
1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(*) 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.

(**) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Part A-Details of Shareholding

1. Name of the Target Company (TC)	Adani Ports and Special Economic Zone Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited National Stock Exchange of India Limited		
3. Particulars of the shareholder(s) ~~a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.~~ ~~or~~ b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Universal Trade and Investments Ltd.		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31 of the year 2020 holding of: a) Shares ~~b) Voting Rights (otherwise than by shares)~~ ~~c) Warrants,~~ ~~d) Convertible Securities~~ ~~e) any other instrument that would entitle the holder to receive shares in the TC~~.	7,95,41,248	3.91	3.91
Total	7,95,41,248	3.91	3.91

Universal Trade and Investments Ltd.
The Common Seal of

Signature of Authorized Signatory: For **Universal Trade and Investments Ltd.**

Authorised Signatory

Universal Trade and Investments Ltd.
The Common Seal of

Place: Mauritius
Date: 08/05/2020

Note:
1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(*) 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.

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