

Universal Trade and Investments Ltd

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June 19, 2017

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 / Report under regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [hereinafter "Takeover Regulations"] regarding acquisition of equity shares of Adani Power Limited (APL)

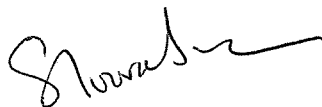
Dear Sir,

Please find attached herewith disclosure / report in the prescribed format u/r. 10(6) of Takeover Regulations relating to acquisition of aggregate **7,26,38,775 (1.88%) equity shares of Adani Power Limited by Universal Trade and Investments Ltd. (Acquirer) from Worldwide Emerging Market Holding Ltd. (Transferor) on 16-06-2017** being the date of inter-se transfer of equity shares held by Transferor to Acquirer.

This is in compliance with Regulation 10(6) of Takeover Regulations.

Kindly take the same on record.

For Universal Trade and Investments Ltd.



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

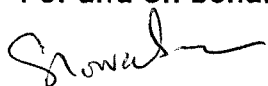
1.	Name of the Target Company (TC)	Adani Power Ltd. (APL)
2.	Name of the acquirer(s)	<p>(1) Universal Trade and Investments Ltd (hereinafter the “Acquirer /Transferee”)</p> <p>(2) Worldwide Emerging Market Holding Ltd (“Seller/Transferor”)</p> <p>Persons acting in concert with the Acquirer: Other shareholders of APL 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 Gautam S. Adani & Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust); (iii); Parsa Kente Rail Infra LLP (iv) Pan Asia Trade & Investment Pvt. Ltd.; (v) Afro Asia Trade and Investments Ltd (hereinafter the “PAC”)</p>
3.	Name of the stock exchange where shares of the TC are listed	<p>BSE Ltd.</p> <p>National Stock Exchange of India Ltd.</p>
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Acquirer has acquired aggregate 7,26,38,775 (1.88%) equity shares of APL from Transferor on 16-06-2017 being the date of inter-se transfer of shares for Restructuring of the holding of the promoter and promoter group in APL.
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(a)(iii)

6.	<p>Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,</p> <ul style="list-style-type: none"> – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange. 	<p>Yes</p> <p>Yes disclosure was made within the timeline specified under the regulations.</p> <p>9th day of June, 2017.</p>	
7.	<p>Details of acquisition (Refer Note below)</p>	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	<p>a. Name of the transferor / seller: Worldwide Emerging Market Holding Ltd.</p>	Yes	Yes
	<p>b. Date of acquisition: 16-06-2017</p>	Yes	Yes
	<p>c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above Aggregate 7,26,38,775 equity shares of APL</p>	Yes	Yes
	<p>d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC 1.88% diluted share capital of APL</p>	Yes	Yes
	<p>e. Price at which shares are proposed to be acquired / actually acquired Nil, since shares are acquired by the Acquirer by way of gift from Transferor</p>	Yes	Yes

8.	Shareholding details	Pre-Transaction	Post-Transaction
		No. of % shares w.r.t. held to total share capital of TC	No. of % w.r.t. shares to total held share capital of TC
	Each Acquirer / Transferee(*) –	As per Annexure 1 attached herewith	
	Each Seller / Transferor –		

Note: The disclosure is pertaining to inter-se transfer of shares amongst Promoter and Promoter Group and accordingly there is no change in shareholding in the Promoter and Promoter Group of APL.

For and on behalf of Universal Trade and Investments Ltd.



Authorised Signatory

Date: 19-06-2017

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.

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

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				
Universal Trade and Investments Ltd	218,485,676	5.66	291,124,451	7.55
Total - Acquirer - (a)	218,485,676	5.66	291,124,451	7.55

Details of Seller

Worldwide Emerging Market Holding Ltd	265,485,675	6.88	192,846,900	5.00
Total - Seller - (b)	265,485,675	6.88	192,846,900	5.00

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

Afro Asia Trade and Investments Ltd	265,485,675	6.88	265,485,675	6.88
Gautam S. Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	1,405,179,633	36.43	1,405,179,633	36.43
Parsa Kente Rail Infra LLP	377,180,885	9.78	377,180,885	9.78
Pan Asia Trade & Investment Pvt. Ltd.	77,737,201	2.02	77,737,201	2.02
Gautam S. Adani & Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	16,432,820	0.43	16,432,820	0.43
Total - PAC (c)	2,142,016,214	55.54	2,142,016,214	55.54
Grand Total (a+b+c)	2,625,987,565	68.08	2,625,987,565	68.08

Note: % of equity shares are disclosed considering no. of equity shares held by respective promoter group entity divided by the total paid up equity shares of APL

For Universal Trade and Investments Ltd.



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