

Oasis Trade and Investment Ltd

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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 Ports and Special Economic Zone Limited (APSEZL)

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 **7,77,56,181 (3.83%)** equity shares of **Adani Ports and Special Economic Zone Limited** by **Oasis 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 **Oasis 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 Ports and Special Economic Zone Limited
2.	Name of the acquirer(s)	Oasis Trade and Investment Limited (Oasis / 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 7,77,56,181 equity shares held by Worldwide 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 Worldwide in Target Company i.e. 3.83% 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 373.96
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 Oasis 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 Oasis Trade and Investment Ltd

Director




Date: 2nd 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:

Worldwide Emerging Market Holding Limited ("Worldwide") - a Mauritius company and a part of the promoter group of Adani Ports and Special Economic Zone Limited, the target company holds 7,77,56,181 equity shares of Adani Ports and Special Economic Zone Limited. 100% shares of Worldwide are held by Acropolis Trade and Investments Limited ("Acropolis" - another Mauritius company). Acropolis has another wholly owned subsidiary in Mauritius viz. Oasis Trade and Investment Limited (Oasis). Oasis in turn has a wholly owned subsidiary in Mauritius viz. Efficacy Trade and Investment Limited (Efficacy). Pursuant to a scheme of arrangement involving amalgamation of Efficacy into Worldwide under the laws of Mauritius, shares carrying 67% voting rights in Worldwide will be held by Oasis (being shareholder of Efficacy) and shares carrying 33% voting rights in Worldwide 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, Oasis has been regarded as Acquirer and Acropolis has been treated as transferor. As already mentioned above, Oasis is a wholly owned subsidiary of Acropolis.

Name of Target Company(TC): Adani Ports and Special Economic Zone Limited (APSEZL)

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				
Oasis Trade and Investment Ltd.	NIL	0.00	NIL	0.00
Total - Acquirer - (a)	NIL	0.00	0	0.00

Details of Transferor				
Acropolis Trade and Investments Ltd.	NIL	0.00	NIL	0.00
Total - Transferor - (b)	NIL	0.00	NIL	0.00

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

Gautam S. Adani & Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	799,353,935	39.34	799,353,935	39.34
Adani Tradeline LLP	138,193,549	6.80	138,193,549	6.80
Rajesh S. Adani & Shilin R. Adani (on behalf of Rajesh S. Adani Family Trust)	30,000	0.00	30,000	0.00
Worldwide Emerging Market Holding Ltd.*	77,756,181	3.83	77,756,181	3.83
Universal Trade and Investments Ltd.	79,541,248	3.91	79,541,248	3.91
Afro Asia Trade and Investments Ltd.	89,945,212	4.43	89,945,212	4.43
Emerging Market Investment DMCC	84,179,195	4.14	84,179,195	4.14
Gautam S. Adani	1	0.00	1	0.00
Rajesh S. Adani	1	0.00	1	0.00
Total - PAC (c)	1,268,999,322	62.46	1,268,999,322	62.46
Grand Total (a+b+c)	1,268,999,322	62.46	1,268,999,322	62.46

* Worldwide Emerging Market Holding Limited ("Worldwide") - a Mauritian company and a part of the promoter group of Adani Ports and Special Economic Zone Limited, the target company holds 7,77,56,181 equity shares of Adani Ports and Special Economic Zone Limited. 100% shares of Worldwide are held by Acropolis Trade and Investments Limited ("Acropolis" - another Mauritian company). Acropolis has another wholly owned subsidiary in Mauritius viz. Oasis Trade and Investment Limited (Oasis). Oasis in turn has a wholly owned subsidiary in Mauritius viz. Efficacy Trade and Investment Limited (Efficacy). Pursuant to a scheme of arrangement involving amalgamation of Efficacy into Worldwide under the laws of Mauritius, shares carrying 87% voting rights in Worldwide will be held by Oasis (being shareholder of Efficacy) and shares carrying 33% voting rights in Worldwide 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, Oasis has been regarded as Acquirer and Acropolis has been treated as transferor. As already mentioned above, Oasis is a wholly owned subsidiary of Acropolis.

For Oasis Trade and Investment Ltd.

Director
Date: 02-03-2020

