

# Worldwide Emerging Market Holding Ltd

6<sup>th</sup> Floor, Tower I, Nexteracom Building, Ebene, Mauritius  
Phone: 230 404 0200 Fax: 230 404 0201

July 19<sup>th</sup>, 2021

To,

|                                                                                                               |                                                                                                                                                      |
|---------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>BSE Limited</b><br>(Scrip code: 541450)<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai - 400 001 | <b>National Stock Exchange of India Limited</b><br>(Symbol: ADANIPTS)<br>Exchange Plaza,<br>Bandra Kurla Complex,<br>Bandra (East), Mumbai - 400 051 |
|---------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|

Dear Sir/Ma'am,

**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 19,30,430 equity shares of Adani Ports and Special Economic Zone Limited by Worldwide Emerging Market Holding Ltd. from Infinite Trade and Investment 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 Worldwide Emerging Market Holding Ltd.



Shakill Ahmad Toorabally  
Authorized Signatory



CC: Mr. Kamlesh Bhagia, Compliance Officer  
Adani Ports and Special Economic Zone 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)                                                                                                                                                                                                                                               | Worldwide Emerging Market Holding 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                                                                                                              | Yes, the Acquirer is disclosed as a part of the promoter and promoter group of the TC<br><br>Also, the Seller (namely, Infinite Trade and Investment Ltd.) is a part of the promoter and promoter group of the TC, and the majority ownership and control of the Acquirer and the Seller are held by same person(s). |
| 4. | Details of the proposed acquisition                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                      |
|    | a. Name of the person(s) from whom shares are to be acquired                                                                                                                                                                                                          | Infinite Trade and Investment Ltd. (“Seller”).<br><br>Seller is 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 July 27, 2021, in one or more tranches.                                                                                                                                                                                             |
|    | c. Number of shares to be acquired from each person mentioned in 4(a) above                                                                                                                                                                                           | 19,30,430 equity shares, in one or more tranches                                                                                                                                                                                                                                                                     |
|    | d. Total shares to be acquired as % of share capital of TC                                                                                                                                                                                                            | 0.09% 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. Inter-se transfer of shares amongst persons named as promoters of the TC, as per mutual agreement between the promoters.                                                                                                                                           | Inter-se transfer of shares amongst ‘qualifying persons’ under Regulation 10(1)(a)(iii) of the Takeover Regulations, 2011, 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 the 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 748.24 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) | 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. |                                          |                                       |                                          |
|     | ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.                                                                                                                                                                                                 | The details of such previous disclosures by the Acquirer are enclosed in <b>Annexure I</b> along with the copies of such disclosures. No such disclosures were required to be made by the Seller, until the date of this disclosure.                               |                                          |                                       |                                          |
| 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) of the Takeover Regulations, 2011 with respect to exemptions, as applicable, have been/will be duly complied with.                                           |                                          |                                       |                                          |
| 11. | Shareholding details                                                                                                                                                                                                                                                                                                  | <b>Before the proposed transaction</b>                                                                                                                                                                                                                             |                                          | <b>After the proposed transaction</b> |                                          |
|     |                                                                                                                                                                                                                                                                                                                       | <b>No. of shares /voting rights</b>                                                                                                                                                                                                                                | <b>% w.r.t total share capital of TC</b> | <b>No. of shares /voting rights</b>   | <b>% w.r.t total share capital of TC</b> |
| A   | <b>Acquirer(s) and PACs (other than Seller)(*)</b>                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                    |                                          |                                       |                                          |
|     | <b>Acquirer</b>                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                    |                                          |                                       |                                          |
|     | Worldwide Emerging Market Holding Ltd.                                                                                                                                                                                                                                                                                | 8,41,62,368                                                                                                                                                                                                                                                        | 4.12%                                    | 8,60,92,798                           | 4.22%                                    |
|     | <b>PACs - Other members of Promoter and Promoter of the TC</b>                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                    |                                          |                                       |                                          |
|     | Gautambhai Shantilal Adani & Rajeshbhai Shantilal Adani (on behalf of S. B. Adani Family Trust)                                                                                                                                                                                                                       | 79,93,53,935                                                                                                                                                                                                                                                       | 39.15%                                   | 79,93,53,935                          | 39.15%                                   |
|     | 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                                                                                                                                                                                                                                                       | 6.77%                                    | 13,81,93,549                          | 6.77%                                    |
|     | Afro Asia Trade and Investments Ltd.                                                                                                                                                                                                                                                                                  | 8,99,45,212                                                                                                                                                                                                                                                        | 4.41%                                    | 8,99,45,212                           | 4.41%                                    |
|     | Emerging Market Investment DMCC                                                                                                                                                                                                                                                                                       | 8,41,79,195                                                                                                                                                                                                                                                        | 4.12%                                    | 8,41,79,195                           | 4.12%                                    |
|     | Flourishing Trade and Investment Ltd                                                                                                                                                                                                                                                                                  | 10,38,47,944                                                                                                                                                                                                                                                       | 5.09%                                    | 10,38,47,944                          | 5.09%                                    |
|     | 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%                                    |
|     | <b>TOTAL</b>                                                                                                                                                                                                                                                                                                          | <b>130,13,97,205</b>                                                                                                                                                                                                                                               | <b>63.74%</b>                            | <b>130,33,27,635</b>                  | <b>63.83%</b>                            |
| B   | <b>Seller</b>                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                    |                                          |                                       |                                          |
|     | Infinite Trade and Investment Ltd                                                                                                                                                                                                                                                                                     | 19,30,430                                                                                                                                                                                                                                                          | 0.09%                                    | 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:** Worldwide Emerging Market Holding Ltd.

**Date :** 19<sup>th</sup> July, 2021

