



Date: August 28, 2024

BSE Limited
P. J. Towers
Dalal Street
Mumbai 400 001
Scrip Code: 512599

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Scrip Code: ADANIENT

Sub: PUBLIC ISSUE BY ADANI ENTERPRISES LIMITED (“COMPANY”) OF UP TO 80,00,000 SECURED, RATED, LISTED, REDEEMABLE, NON – CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH (“NCDs” OR “DEBENTURES”), AMOUNTING TO ₹400 CRORE (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UP TO ₹400 CRORE (“GREEN SHOE OPTION”) AGGREGATING UP TO ₹800 CRORE, (HEREINAFTER REFERRED TO AS THE “ISSUE”). THE NCDs WILL BE ISSUED ON THE TERMS AND CONDITIONS AS SET OUT IN THE PROSPECTUS WHICH SHOULD BE READ TOGETHER WITH THE DRAFT PROSPECTUS (COLLECTIVELY, THE “OFFER DOCUMENTS”). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE “SEBI NCS REGULATIONS”), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED AND THE SEBI MASTER CIRCULAR NO. SEBI/HO/DDHS/POD1/P/CIR/2024/54 DATED MAY 22, 2024, AS AMENDED FROM TIME TO TIME (“SEBI NCS MASTER CIRCULAR”).

DISCLOSURE OF MATERIAL EVENTS / INFORMATION BY LISTED ENTITIES UNDER REGULATIONS 30 AND 30A OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (“SEBI LISTING REGULATION”).

Dear Sir/ Madam,

Pursuant to the approval accorded by the board of directors of Adani Enterprises Limited (“Company”) at its meeting held on August 4, 2022, to undertake a public issuance of non-convertible debentures of face value of ₹1,000/- each upto maximum amount of ₹1,000 crore and further to our intimation dated August 16, 2024, we wish to inform you that the Management Committee of the Board of Directors of the Company (“Management Committee”) at its meeting held on August 27, 2024 has *inter alia* approved and adopted the prospectus (“Prospectus”) with respect to public issue of up to 80,00,000 secured, rated, listed, redeemable, non – convertible debentures of face value of ₹ 1,000 each , amounting to ₹400 crore with an option to retain over-subscription up to ₹400 crore aggregating up to ₹800 crore.

The details as per the SEBI master circular for compliance with provisions of the SEBI Listing Regulations by listed entities bearing circular number SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023, are enclosed in **Annexure A**.

We request you to take the above on record and treat the same as compliance under the applicable provisions of the SEBI Listing Regulations, as amended.

Adani Enterprises Limited
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S. G. Highway, Khodiyar,
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Gujarat, India
CIN: L51100GJ1993PLC019067

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Fax + 91 79 2555 5500
Investor.ael@adani.com
www.adanienterprises.com



All capitalized terms used but not specifically defined here shall have the meaning ascribed to such terms in the Prospectus

Thanking you,

Yours faithfully,

For **Adani Enterprises Limited**

Jatin Jalundhwala
Company Secretary & Joint President (Legal)
Membership No.: F3064

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ANNEXURE A

Sr. No.	Particulars	Remarks
1.	Size of the issue	Public Issue by the Company of up to 80,00,000 secured, rated, listed, redeemable, non-convertible debentures of face value ₹1,000 each, amounting to ₹400 crore with an option to retain over-subscription up to ₹400 crore aggregating up to ₹800 crore.
2.	Type of Instrument	Secured, rated, listed, redeemable, non-convertible Debentures.
3.	Mode	Public Issue
4.	Issue Opening and Closing Dates*	Issue Opening Date: September 4, 2024 Issue Closing Date: September 17, 2024
5.	Proposed to be listed on	The secured redeemable non-convertible debentures shall be listed on BSE Limited and National Stock Exchange of India Limited. BSE Limited shall be the designated stock exchange.
6.	Deemed Date of Allotment	The date on which the Board of Directors/or the Management Committee approves the Allotment of the NCDs for the Issue or such date as may be determined by the Board of Directors/or the Management Committee thereof and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture Holders from the Deemed Date of Allotment
7.	Tenure of the instrument - date of allotment and date of maturity	Please refer Annexure B
8.	Coupon/interest offered, schedule of payment of coupon/interest and principal	Please refer Annexure B
9.	Charge/security, if any, created over the assets	The principal amount of the NCDs to be issued in terms of the Prospectus together with all interest due and payable in respect of the NCDs, thereof shall be secured by way of a first ranking pari passu charge on the loans and advances (which are classified as non-current assets) outstanding in the books of the Company, both present and future such that a security cover of at least 110% of the outstanding principal amounts of the NCDs and interest thereon is maintained at all time until the Redemption Date. For further details on date of creation of security/likely date of creation of security,

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		minimum security cover etc., please see the “ <i>Terms of the Issue – Security</i> ” on page 279 of the Prospectus.
10.	Special right/interest/privileges attached to the instrument and changes thereof	None
11.	Default in payment of interest / principal	The Company shall pay interest, over and above the agreed coupon rate, in connection with any delay in allotment, unblocking, listing, dematerialized credit, execution of Debenture Trust Deed, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/ prescribed under applicable laws. The Company shall pay at least 2% (two per cent) per annum to the NCD Holder, over and above the agreed coupon rate, till the execution of the Debenture Trust Deed if the Company fails to execute the Debenture Trust Deed within such period as prescribed under applicable law or at any other rate as prescribed under applicable laws, whichever is lower.
12.	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	Not applicable.
13.	Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	Not applicable.
14.	Details of redemption of debentures indicating the manner of redemption	Please refer Annexure B and Prospectus.

**The Issue shall remain open for subscription on Working Days from 10 A.M. to 5 P.M. (Indian Standard Time) during the period indicated above, except that the Issue may close on such earlier date or extended date (subject to a minimum period of three (3) working days and a maximum period of ten (10) working days from the date of opening of the Issue and subject to not exceeding thirty (30) days from filing Prospectus with the RoC including any extensions) as may be decided by the Board of Directors of the Company or the Management Committee, subject to necessary approvals. In the event of an early closure or extension of the Issue, the Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in an English national daily with wide circulation and a regional daily with wide circulation where the Registered Office of the Company is located on or before such earlier or initial date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10 A.M. and 3 P.M. (Indian Standard Time) and uploaded until 5 P.M. or such extended time as may be permitted by the Stock Exchanges. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 P.M. on one Working Day post the Issue Closing Date. For further details please see “Issue Related Information” on page 271 of the Prospectus.*

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Annexure B

Specific Terms of the Issue

Series	I	II	III	IV*	V	VI	VII	VIII
Frequency of Interest Payment	Annual	Cumulative	Quarterly	Annual	Cumulative	Quarterly	Annual	Cumulative
Tenor	24 Months	24 Months	36 Months	36 Months	36 Months	60 Months	60 Months	60 Months
Coupon (% per annum) for NCD Holders in all Categories	9.25%	NA	9.32%	9.65%	NA	9.56%	9.90%	NA
Effective Yield (% per annum) for NCD Holders in all Categories	9.25%	9.25%	9.65%	9.65%	9.65%	9.90%	9.89%	9.90%
Redemption Amount (₹ / NCD) on Maturity for NCD Holders in all Categories	₹ 1,000	₹ 1,193.56	₹ 1,000	₹ 1,000	₹ 1,318.34	₹ 1,000	₹ 1,000	₹ 1,603.62
Maturity/Redemption Date (from the Deemed Date of Allotment)	24 Months	24 Months	36 Months	36 Months	36 Months	60 Months	60 Months	60 Months
Put and Call Option	Not Applicable							
Face Value/ Issue Price of NCDs (₹/ NCD)	₹ 1,000							
Minimum Application size and in multiples of NCD thereafter	₹10,000 (10 NCDs) and in multiple of ₹1,000 (1 NCD) thereafter.							
Mode of Interest Payment	Through various modes available							
Nature of Indebtedness	Secured							

* The Company shall allocate and allot Series IV NCDs (36 months – annual option) wherein the Applicants have not indicated the choice of the relevant NCD Series.

- With respect to Series III and VI where interest is to be paid on a quarterly basis, the first interest payment will be due at the end of three months from the Deemed Date of Allotment. Subsequently, interest payment will be due at the end of every three months thereafter. The last interest payment will be made at the time of redemption of the NCDs.

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- *With respect to Series I, IV and VII, where interest is to be paid on annual basis, the first interest payment will be due at the end of one year from the date of allotment. Subsequently, interest payment will be due at the end of every year thereafter. The last interest payment will be made at the time of redemption of the NCDs.*
- *Please refer to “Annexure III” on page 379 Prospectus dated August 27, 2024 for details pertaining to the illustrative cash flows of the Company in accordance with the SEBI NCS Master Circular.*
- *Subject to applicable tax deducted at source. For further details, please see the section entitled “Statement of Possible Tax Benefits” on page 80 of Prospectus dated August 27, 2024.*
- *Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue. For further details, see “Issue Procedure” and “Terms of Issue” on pages 295 and 279 of the Prospectus dated August 27, 2024, respectively.*

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