**FINANCIAL EXPRESS** 

This is an advertisement issued, pursuant to Regulation 30(1) and Schedule V of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended, for information purposes only.

adani

## **ADANI ENTERPRISES LIMITED**



Adani Enterprises Limited (the "Company" or "Issuer") was originally established as a partnership firm in 1988. The Company was, thereafter, registered and incorporated in Ahmedabad, Gujarat as 'Adani Exports Limited' on March 2, 1993, as a company limited by shares pursuant to Part IX of the Companies Act, 1956 and pursuant to a certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli at Ahmedabad ("RoC"). A certificate of commencement of business was issued by the RoC on March 4, 1993. Subsequently, the name of our Company was changed to "Adani Enterprises Limited" pursuant to a resolution of our Board passed on May 20, 2006 and subsequently a resolution of our Shareholders passed on July 29, 2006 to reflect the change in our business strategies. Consequently, a fresh certificate of incorporation was issued by the RoC on August 10, 2006. For more information about our Company, please see sections titled "General Information" and "History and Main Objects" on pages 57 and 177 of the Prospectus dated August 27, 2024 ("Prospectus").

Registered and Corporate Office: Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad - 382 421, Gujarat, India. Tel.: +91 (79) 2555 4412; Fax: +91 (79) 2555 5500; Website: www.adanienterprises.com; Email: investor.ael@adani.com; Company Secretary and Compliance Officer: Jatin Jalundhwala; Tel.: +91 (79) 2555 5377; Email: jatin.jalundhwala@adani.in; Chief Financial Officer: Jugeshinder Singh; Tel: +91 (79) 2555 8241; Email: investor.ael@adani.com; CIN: L51100GJ1993PLC019067; PAN: AABCA2804L

### **OUR PROMOTERS**

(i) Gautam S. Adani, Email: investor.ael@adani.com Tel: +91 (79) 2555 4412 and (ii) Rajesh S. Adani, Email: investor.ael@adani.com Tel: +91 (79) 2555 4412. For details of our Promoters, see section titled "Our Promoters" on page 202 of the Prospectus.

### THE ISSUE

PUBLIC ISSUE BY THE COMPANY OF UP TO 80,00,000 SECURED, RATED, LISTED, REDEEMABLE, NON - CONVERTIBLE 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 DATED AUGUST 27, 2024 WHICH SHOULD BE READ TOGETHER WITH THE DRAFT PROSPECTUS DATED AUGUST 16, 2024 (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").

CREDIT RATING: "CARE A+; Positive (Single A Plus; Outlook: Positive)" by CARE Ratings Limited

#### ALLOTMENT ON FIRST COME FIRST SERVE BASIS'

#Allotment in the public issue of debt securities shall be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges in accordance with the SEBI NCS Master Circular. However, from the date of over subscription and thereafter, the allotments will be made to the applicants on proportionate basis. For further details refer section titled "Issue Related Information" on page 271 of the Prospectus.

## ISSUE PROGRAMME\*\*

## **ISSUE OPENS ON: WEDNESDAY, SEPTEMBER 4, 2024**

**ISSUE CLOSES ON: TUESDAY, SEPTEMBER 17, 2024** 

\*\* The Issue shall remain open for subscription on Working Days from 10:00 A.M. to 5:00 P.M. (Indian Standard Time) during the 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 of the Prospectus with the RoC including any extensions) as may be decided by the Board of Directors of our 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 our 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 5:00 P.M. on one Working Day post the Issue Closing Date. For further details please see section titled "Issue Related" Information" on page 271 of the Prospectus.

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Series	3.	11	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 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 every three months thereafter. The last interest payment will be made at the time of redemption of the NCDs.
- 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 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 of the Prospectus 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 the Prospectus.

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, respectively, of the Prospectus.

## CORRIGENDUM TO THE PROSPECTUS DATED AUGUST 27, 2024 ("CORRIGENDUM")

Potential Applicants may note the following with reference to the Prospectus dated August 27, 2024: Applicants may note that the following shall be included on page 290 of the Prospectus under the section titled "Terms of the Issue" Right to recall or redeem prior to maturity: Not Applicable

LEAD MANAGERS TO THE ISSUE

A copy of this Corrigendum dated August 31, 2024 is being filed with RoC in accordance with Section 26 of the Companies Act, 2013. The above changes should be read in conjunction with the Prospectus and the Abridged Prospectus, as applicable. All references to the Prospectus shall also include this Corrigendum. All capitalized terms used in this Corrigendum is available on the websites of the Company at www.adanienterprises.com and on the websites of the Lead Managers at www.trustgroup.in, www.akgroup.co.in and www.nuvama.com; and shall also be available on the websites of SEBI, NSE and BSE at www.sebi.gov.in, www.nseindia.com and www.bseindia.com respectively.

ASBA

Simple, Safe, Smart way of Application!!!

Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

Mandatory in public issues. No cheque will be accepted. UPI is now available for Retail Individual Investors submitting bids up to an application value ₹ 5,00,000, applying through Designated Intermediaries, SCBSs or through the BSE Direct

UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN

App/NSEgoBID / Web interface of stock exchanges or any other permitted methods. For details of the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section titled 'Issue Procedure' beginning on page 295 of the Prospectus, List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. YES Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirement of the SEBINCS Master Circular dated May 22, 2024 on as amended.

"ALLOTMENT IN THE ISSUE WILL BE MADE IN DEMATERIALISED FORM ONLY, ALLOTMENTS IN CONSULTATION WITH THE LEAD MANAGERS AND DESIGNATED STOCK Limited ("BSE"), the National Stock Exchange of EXCHANGE SHALL BE MADE ON THE BASIS OF THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGES, IN MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS PLEASE REFER "BASIS OF ALLOTMENT" ON PAGE 324 OF THE PROSPECTUS. Information required under Section 30 of Companies Act, 2013:

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARD TO ITS OBJECTS: For information on the main objects of our company, see "History and Certain Corporate Matters" on page number 177 of the Prospectus and clause III of the Memorandum of Association of our company, The Memorandum of Association is a document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 343 of the Prospectus. LIABILITY OF MEMBERS: Limited by Shares

AMOUNT OF SHARE CAPITAL OF THE COMPANY AS AT JUNE 30, 2024: The Authorised Share Capital of the Company is ₹ 4,85,92,00,000 divided into 4,85,92,00,000 Equity Shares of face value of ₹ 1 each and ₹ 4,50,00,000 divided into 45,00,000 Preference Shares of face value of ₹ 10 each. The Issued, Subscribed and Paid-up share capital of the Company is ₹1,14,00,01,121 divided into 1,140,001,121 Equity Shares of face value of ₹1 each. For more information, see "Capital Structure" on Page 67 of the Prospectus. NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED FOR BY THEM AT THE TIME OF SIGNING THE MEMORANDUM OF ASSOCIATION: Mahasukh S. Adani, Vinod S. Adani, Vasant S. Adani, Gautam S. Adani, Rajesh S. Adani,

Survama M. Adani, Pritiben G. Adan, Ranjan Vinodhhai Adani, Pushpa V. Adani and Shilin R. Adani are the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed by them at the time of signing of Memorandum of Association: 1,20,000; 1,20,000; 1,20,000; 1,20,000; 80,000 80,000; and 80,000 Equity Shares of face value of ₹ 1 each, respectively, at the time of incorporation of the Company. LISTING: The NCDs offered through the Prospectus and the Draft Prospectus are proposed to be listed on National Stock Exchange of India Limited ("NSE") and BSE Limited

("BSE") and BSE shall be the Designated Stock Exchange. Our Company has received 'in-principle' approval from NSE and BSE vide their letters bearing number letter no. NSE/LIST/D/2024/0267 dated August 26, 2024 and DCS/BM/PI-BOND/18/24-25 dated August 26, 2024, respectively.

Credit Rating: The NCDs proposed to be issued under the Issue have been rated "CARE A+; Positive (Single A Plus; Outlook: Positive)" for an amount of ₹1,000 crore by CARE Ratings Limited vide their rating letter dated March 1, 2024 and further revalidated by letter dated July 24, 2024, and press release for rating rationale dated March 5, 2024. The ratings given by CARE Ratings Limited remain valid as on the date of the Prospectus and shall remain valid as on the date of issue, allotment and listing of the NCDs on BSE Limited and National Stock Exchange of India Limited. Securities with these ratings are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such securities carry low credit risk. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information. Please refer to Annexure I of the Prospectus for the rating letter, rating rationale and press release of the above rating. There are no unaccepted ratings and any other ratings other than as specified in the Prospectus.

GENERAL RISKS: Investment in non-convertible securities is risky, and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in the offering. For taking an investment decision. investors must rely on their examination of the issue including the risks involved in it. Specific attention of the Investors is invited to the chapters "Risk Factors" and "Material" Developments" on pages 16 and 227, of the Prospectus, respectively, before making an investment in the Issue. The Prospectus has not been and will not be approved by any Downloads/Others/Adani-Enterprises-Limited-Abridged-Prospectus.pdf regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("SEBI"), the Reserve Bank of India ("RBI"), the RBI" ("RBI"), the guarantee the accuracy or adequacy of the document.

DISCLAIMER CLAUSE OF COMPANY: Adani Enterprises Limited ("Company"), subject to market conditions, and other considerations; is proposing a public issue of secured rated listed, redeemable, non-convertible debentures in the nature of debentures ("NCDs"). This announcement does not constitute an offer or Note: All Capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus. invitation to buy any securities in any jurisdiction. Investment in the NCDs involves a degree of risk. Investors should see the prospectus dated August 27, 2024 of ADANI Enterprises For further details please refer the Prospectus.

India ("NSE") and Securities and Exchange Board of India ("SEBI"), including the section titled "Risk Factors" beginning on page 16 of the Prospectus, available on the websites of EACH PORTION SUBJECT TO THE ALLOCATION RATIO, HOWEVER FROM THE DATE OF OVER SUBSCRIPTION AND THEREAFTER, THE ALLOTMENT SHALL BE the Issuer at www.nseindia.com, NSE at www. www.akgroup.co.in and www.nuvama.com. DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Draft Offer Document has

> been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Draft Offer Document/Offer Document for the full text of the Disclaimer clause of the BSE. DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Draft Prospectus has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Draft Prospectus. The investors are advised to refer to the Prospectus for

> the full text of the "Disclaimer clause of the NSE". DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirement approved by the Exchange; nor does it any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of

> the Company, its promoters, its management or any scheme or project of the Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process. DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM: It is distinctly understood by the Issuer that the permission given by NSE to use their Infrastructure should not in any way be deemed or construed as that the compliance with various statutory and other requirements by Adani Enterprises Limited, LMs, etc. are cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer. It is also distinctly understood that the approval

> correctness or completeness of any of the contents of the prospectus; nor does it warrant that the securities will be listed or will continue to be listed on the Exchange AVAILABILITY OF OFFER DOCUMENT: Investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Physical copy of the Prospectus may be obtained from registered Office of the Company and the Lead Managers. Full copy of the Prospectus is available on the website of the Issuer at www.adanienterprises.com, of the Lead Managers at www.trustgroup.in, www.akgroup.co.in and www.nuvama.com, of BSE at www.bseindia.com, NSE at www.nseindia.com and of SEBI at www.sebi.gov.in

> given by NSE should not in any way be deemed or construed that the prospectus has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the

AVAILABILITY OF APPLICATION FORM: Application form can be obtained from ADANI Enterprises Limited, Tel.: +91 (79) 2555 4412 Lead Managers: Trust Investment Advisors Private Limited, Tel: +91 22 4084 5000; A. K. Capital Services Limited, Tel: +91 22 6754 6500 and Nuvama Wealth Management Limited, Tel: +91 22 4009 4400 and offices of Consortium Members, Trading Members and Designated Branches of the SCSBs. Application forms may be downloaded from the websites of the Company, Stock Exchanges, Lead Managers and Consortium Members. Additionally, UPI Investor making an application in the Issue can also make bid through online (app / web) interface/ platform of the BSE i.e. "BSE Direct" and of the NSE i.e. "NSE goBID". Further, BSE Direct platform can be accessed at https://www.bsedirect.com and NSE goBID can be accessed at www.nseindiaipo.com or can be accessed through mobile app. Further, Application Forms will also be provided to Designated Intermediaries at their request.

and Investment Limited (formerly known as Edelweiss Broking Ltd)

The Abridged Prospectus can be downloaded from the following link: https://www.adanienterprises.com/-/media/Project/Enterprises/Investors/Investor-

PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK: YES BANK Ltd.

REGISTRAR TO THE ISSUE DEBENTURE TRUSTEE TO THE ISSUE

TRUST to Paymenting, Visit Trees.	BUILDING BONDS	nuvama	<b>LINK</b> Intime	
Trust Investment Advisors Private Limited  109/110, Balarama, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra, India  Tel: +91 22 4084 5000  Facsimile: +91 22 4084 5066  Email: ael.ncd@trustgroup.in Investor Grievance Email: customercare@trustgroup.in Website: www.trustgroup.in Contact Person: Hani Jalan Compliance Officer: Aayushi Mulasi SEBI Registration No.: INM000011120 CIN: U67190MH2006PTC162464	A. K. Capital Services Limited 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai - 400 098, Maharashtra, India Tel: +91 22 6754 6500 Facsimile: +91 22 6610 0594 Email: ael.ncd2024@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Aanchal Wagle Compliance Officer: Tejas Davda SEBI Registration No.: INM000010411 CIN: L74899MH1993PLC274881	Nuvama Wealth Management Limited 801-804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Tel: +91 22 4009 4400 Facsimile: NA Email: ael.ncd@nuvama.com Investor Grievance Email: customerservice.mb@nuvama.com Website: www.nuvama.com Contact Person: Saili Dave Compliance Officer: Bhavana Kapadia SEBI Registration No.: INM000013004 CIN-1.67110MH1993PI C344634	Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai - 400 083 Maharashtra, India. Tel: + 91 810 811 4949 Facsimile: +91 22 4918 6060 Email: adanienterprises.ncd2024@linkintime.co.in Investor Grievance Email: adanienterprises.ncd2024@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan Compliance Officer: B. N. Ramakrishnan SEBI Registration No.: INR000004058 CIN-1167190MH1999PTC118368	Catalyst Trusteeship Limited* GDA House, Plot No. 85, Bhusari Colony (Right), Kothrud, Pune - 411038, Maharashtra. Tel: 022-4922 0555 Facsimile: +91 (022) 49220505 Email: ComplianceCTL-Mumbai@ctltrustee.com Investor Grievance Email: grievance@ctltrustee.com Website: www.catalystrustee.com Contact Person: Umesh Salvi Compliance Officer: Kalyani Pandey SEBI Registration No.: IND000000034 CIN: U74999PN1997PL C110262

Care Edge

CREDIT RATING AGENCY CARE Ratings Limited

32, Titanium, Prahlad Nagar Corporate Road, Satellite, Ahmedabad - 380 015 Tel: 079-40265656, 91-85111 90079; Facsimile: 079-40265657; Email: Maulesh.desai@careedge.in; Website: www.careratings.com, Contact Person: Maulesh Desai:

SEBI Registration No.: IN/CRA/004/1999; CIN: L67190MH1993PLC071691

M/s Shah Dhandharia & Co LLP 507, Abhijeet-1, Mithakhali Six Roads, Navrangpura, Ahmedabad - 380 009, Gujarat, India Tel: +91 (0)79 4890 1710, Email: shubham.rohatqi@sdco.in

STATUTORY AUDITORS

Contact Person: Shubham Rohatgi, Peer Review Certificate No.: 014168

Jatin Jalundhwala

Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad - 382 421, Gujarat, India

Tel.: +91 79 2555 5377; Facsimile: +91 79 2555 5299, Email: jatin.jalundhwala@adani.in

COMPANY SECRETARY AND COMPLIANCE OFFICER

Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-Issue or post-Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs, etc.

\*Catalyst Trusteeship Limited has, pursuant to regulation 8 of the SEBI NCS Regulations, by its letter dated August 16, 2024 given its consent for its appointment as Debenture Trustees for the Debenture holders is annexed as Annexure II to the Prospectus. A copy of the Prospectus has been filed with the RoC, in terms of Section 26 of Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please see section titled "Material Contracts and Documents for Inspection" on page 343 and "Issue Related Information" on page 271 of the Prospectus.

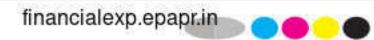
DISCLAIMER OF THE ISSUER: Adam Enterprises Limited ("Company"), subject to market conditions, and other considerations, is proposing a public issue of secured, rated, listed, redeemable non-convertible debentures ("NCDs") and has filed the Prospectus dated August 27, 2024 ("Prospectus"). This announcement does not constitute an offer to sell or solicitation of an offer or invitation to buy any securities in any jurisdiction. Investment in the NCDs involves a degree of risk. Investors should see the Prospectus and Corrigendum filed by Adam Enterprises Limited with the Registrar of Companies, Gujarat, Dadra & Nagar Haveli at Ahmedabad, BSE Limited ("BSE"), National Stock Exchange of India Ltd. ("NSE") and Securities and Exchange Board of India ("SEBI"), including the section titled "Risk Factors" beginning on page 16 of the Prospectus, available on the websites of the lead managers at www.trustgroup.in, www.akgroup.co.in and www.nuvama.com. Investors proposing to participate in the Issue should note that investment in the NCDs involves a high degree of risk and for details in relation to the same, refer to the Prospectus dated August 27, 2024, including the sections titled "Risk Factors" and "Material Developments" beginning on pages 16 and 227 respectively of the Prospectus. The Issuer and the Lead Managers accept no responsibility for statements made otherwise than in the Prospectus or in the advertisement or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at their own risk.

Firm Registration No.: 118707W/ W100724

For and on behalf of the Board of Directors of Adani Enterprises Limited

> Rajesh S. Adani Managing Director DIN: 00006322

Place: Ahmedabad Date: August 31, 2024





Adfactors 289

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## ADANI ENTERPRISES LIMITED



Adani Enterprises Limited (the "Company" or "Issuer") was originally established as a partnership firm in 1988. The Company was, thereafter, registered and incorporated in Ahmedabad, Gujarat as 'Adani Exports Limited' on March 2, 1993, as a company limited by shares pursuant to Part IX of the Companies Act, 1956 and pursuant to a certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli at Ahmedabad ("RoC"). A certificate of commencement of business was issued by the RoC on March 4, 1993. Subsequently, the name of our Company was changed to 'Adam Enterprises Limited' pursuant to a resolution of our Board passed on May 20, 2006 and subsequently a resolution of our Shareholders passed on July 29, 2006 to reflect the change in our business strategies. Consequently, a fresh certificate of incorporation was issued by the RoC on August 10, 2006. For more information about our Company, please see sections titled "General Information" and "History and Main Objects' on pages 57 and 177 of the Prospectus dated August 27, 2024 ("Prospectus").

> Registered and Corporate Office: Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad - 382 421, Gujarat, India. Tel.: +91 (79) 2555 4412; Fax: +91 (79) 2555 5500; Website: www.adanienterprises.com; Email: investor.ael@adani.com; Company Secretary and Compliance Officer: Jatin Jalundhwala; Tel.: +91 (79) 2555 5377; Email: jatin.jalundhwala@adani.in; Chief Financial Officer: Jugeshinder Singh; Tel: +91 (79) 2555 8241; Email: investor.ael@adani.com; CIN: L51100GJ1993PLC019067; PAN: AABCA2804L

#### **OUR PROMOTERS**

(i) Gautam S. Adani, Email: investor.ael@adani.com Tel: +91 (79) 2555 4412 and (ii) Rajesh S. Adani, Email: investor.ael@adani.com Tel: +91 (79) 2555 4412. For details of our Promoters, see section titled "Our Promoters" on page 202 of the Prospectus.

#### THE ISSUE

PUBLIC ISSUE BY THE 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 DATED AUGUST 27, 2024 WHICH SHOULD BE READ TOGETHER WITH THE DRAFT PROSPECTUS DATED AUGUST 16, 2024 (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").

CREDIT RATING: "CARE A+; Positive (Single A Plus; Outlook: Positive)" by CARE Ratings Limited

### ALLOTMENT ON FIRST COME FIRST SERVE BASIS"

#Allotment in the public issue of debt securities shall be made on the basis of date of upload of each applicants on the SEBI NCS Master Circular. However, from the date of over subscription and thereafter, the allotments will be made to the applicants on proportionate basis. For further details refer section titled "Issue Related Information" on page 271 of the Prospectus.

## ISSUE PROGRAMME\*\*

## **ISSUE OPENS ON: WEDNESDAY, SEPTEMBER 4, 2024**

## **ISSUE CLOSES ON: TUESDAY, SEPTEMBER 17, 2024**

\*\* The Issue shall remain open for subscription on Working Days from 10:00 A.M. to 5:00 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 of the Prospectus with the RoC including any extensions) as may be decided by the Board of Directors of our 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 our 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 5:00 P.M. on one Working Day post the Issue Closing Date. For further details please see section titled "Issue Related Information" on page 271 of the Prospectus.

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The following are the terms of the NCDs to be issued pursuant to the Pros	Dectus

Series	1	11	Ш	IV*	٧	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 every three months thereafter. The last interest payment will be made at the time of redemption of the NCDs. 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 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 of the Prospectus 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 the Prospectus. 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, respectively, of the Prospectus.

## CORRIGENDUM TO THE PROSPECTUS DATED AUGUST 27, 2024 ("CORRIGENDUM")

Potential Applicants may note the following with reference to the Prospectus dated August 27, 2024: Applicants may note that the following shall be included on page 290 of the Prospectus under the section titled "Terms of the Issue" Right to recall or redeem prior to maturity: Not Applicable

A copy of this Corrigendum dated August 31, 2024 is being filed with RoC in accordance with Section 26 of the Companies Act, 2013. The above changes should be read in conjunction with the Prospectus and updates the information in the Prospectus and the Abridged Prospectus, as applicable. All references to the Prospectus shall also include this Corrigendum. All capitalized terms used in this Corrigendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Prospectus. The Corrigendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Prospectus. www.trustgroup.in, www.akgroup.co.in and www.nuvama.com; and shall also be available on the websites of SEBI, NSE and BSE at www.sebi.gov.in, www.nseindia.com and www.bseindia.com respectively.

ASBA"

Simple, Safe, Smart way of Application!!!

'Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

Mandatory in public issues. No cheque will be accepted.

UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN

UPI is now available for Retail Individual Investors submitting bids up to an application value ₹ 5,00,000, applying through Designated Intermediaries, SCBSs or through the BSE Direct App/NSEgoBID / Web interface of stock exchanges or any other permitted methods. For details of the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section titled 'Issue Procedure' beginning on page 295 of the Prospectus, List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. YES Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirement of the SEBI NCS Master Circular dated May 22, 2024 on as amended.

MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS PLEASE REFER "BASIS OF ALLOTMENT" ON PAGE 324 OF THE PROSPECTUS. Information required under Section 30 of Companies Act, 2013:

and Certain Corporate Matters" on page number 177 of the Prospectus and clause III of the Memorandum of Association of our company. The Memorandum of Association is a document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 343 of the Prospectus. LIABILITY OF MEMBERS: Limited by Shares

AMOUNT OF SHARE CAPITAL OF THE COMPANY AS AT JUNE 30, 2024; The Authorised Share Capital of the Company is ₹ 4,85,92,00,000 divided into 4,85,92,00,000 Equity Shares of face value of ₹ 1 each and ₹ 4,50,00,000 divided into 45,00,000 Preference Shares of face value of ₹ 10 each. The Issued, Subscribed and Paid-up share capital of the Company is ₹1,14,00,01,121 divided into 1,140,001,121 Equity Shares of face value of ₹1 each. For more information, see "Capital Structure" on Page 67 of the Prospectus. NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED

FOR BY THEM AT THE TIME OF SIGNING THE MEMORANDUM OF ASSOCIATION: Mahasukh S. Adani, Vinod S. Adani, Vasant S. Adani, Gautam S. Adani, Rajesh S. Adani, Survama M. Adani, Pritiber G. Adan, Ranjan Vinodbhai Adani, Pushpa V. Adani and Shilin R. Adani are the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed by them at the time of signing of Memorandum of Association: 1,20,000; 1,20,000; 1,20,000; 1,20,000; 80,000 80,000; and 80,000 Equity Shares of face value of ₹ 1 each, respectively, at the time of incorporation of the Company.

LISTING: The NCDs offered through the Prospectus and the Draft Prospectus are proposed to be listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and BSE shall be the Designated Stock Exchange. Our Company has received 'in-principle' approval from NSE and BSE vide their letters bearing number letter no. NSE/LIST/D/2024/0267 dated August 26, 2024 and DCS/BM/PI-BOND/18/24-25 dated August 26, 2024, respectively.

Credit Rating: The NCDs proposed to be issued under the Issue have been rated "CARE A+; Positive (Single A Plus; Outlook: Positive)" for an amount of ₹1,000 crore by CARE Ratings Limited vide their rating letter dated March 1, 2024 and further revalidated by letter dated July 24, 2024, and press release for rating rationale dated March 5, 2024. The ratings given by CARE Ratings Limited remain valid as on the date of the Prospectus and shall remain valid as on the date of issue, allotment and listing of the NCDs on BSE Limited and National Stock Exchange of India Limited. Securities with these ratings are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such securities carry low credit risk. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information. Please refer to Annexure I of the Prospectus for the rating letter, rating rationale and press release of the above rating. There are no unaccepted ratings and any other ratings other than as specified in the Prospectus,

GENERAL RISKS: Investment in non-convertible securities is risky, and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in the offering. For taking an investment decision, www.nseindiaipo.com or can be accessed through mobile app. Further, Application Forms will also be provided to Designated Intermediaries at their request. investors must rely on their examination of the issue including the risks involved in it. Specific attention of the Investors is invited to the chapters "Risk Factors" and "Material The Abridged Prospectus can be downloaded from the following link: https://www.adanienterprises.com/-/media/Project/Enterprises/Investors/Investors/Investors Developments" on pages 16 and 227, of the Prospectus, respectively, before making an investment in the Issue. The Prospectus has not been and will not be approved by any Downloads/Others/Adani-Enterprises-Limited-Abridged-Prospectus pdf guarantee the accuracy or adequacy of the document.

DISCLAIMER CLAUSE OF COMPANY: Adani Enterprises Limited ("Company"), subject to market conditions, and other considerations, is proposing a public issue of secured PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK: YES BANK Ltd rated listed, redeemable, non-convertible debentures in the nature of debentures ("NCDs"). This announcement does not constitute an offer or Note: All Capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus. invitation to buy any securities in any jurisdiction. Investment in the NCDs involves a degree of risk. Investors should see the prospectus dated August 27, 2024 of ADANI Enterprises For further details please refer the Prospectus.

'ALLOTMENT IN THE ISSUE WILL BE MADE IN DEMATERIALISED FORM ONLY. ALLOTMENTS IN CONSULTATION WITH THE LEAD MANAGERS AND DESIGNATED STOCK Limited ("BSE"), the National Stock Exchange of EXCHANGE SHALL BE MADE ON THE BASIS OF THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGES, IN India ("NSE") and Securities and Exchange Board of India ("SEBI"), including the section titled "Risk Factors" beginning on page 16 of the Prospectus, available on the websites of EACH PORTION SUBJECT TO THE ALLOCATION RATIO, HOWEVER FROM THE DATE OF OVER SUBSCRIPTION AND THEREAFTER, THE ALLOTMENT SHALL BE the Issuer at www.nseindia.com, NSE at www.nseindia.com, SEBI at www.nse www.akgroup.co.in and www.nuvama.com.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Draft Offer Document has CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARD TO ITS OBJECTS: For information on the main objects of our company, see "History" been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Draft Offer Document/Offer Document for the full text of the Disclaimer clause of the BSE.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Draft Prospectus has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Draft Prospectus. The investors are advised to refer to the Prospectus for the full text of the "Disclaimer clause of the NSE".

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirement approved by the Exchange; nor does it any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project of the Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM: It is distinctly understood by the Issuer that the permission given by NSE to use their Infrastructure should not in any way be deemed or construed as that the compliance with various statutory and other requirements by Adani Enterprises Limited, LMs, etc. are cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer. It is also distinctly understood that the approval given by NSE should not in any way be deemed or construed that the prospectus has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the prospectus; nor does it warrant that the securities will be listed or will continue to be listed on the Exchange.

AVAILABILITY OF OFFER DOCUMENT: Investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Physical copy of the Prospectus may be obtained from registered Office of the Company and the Lead Managers. Full copy of the Prospectus is available on the website of the Issuer at www.adanienterprises.com, of the Lead Managers at www.trustgroup.in, www.akgroup.co.in and www.nuvama.com, of BSE at www.bseindia.com, NSE at www.nseindia.com and of SEBI at www.sebi.gov.in

AVAILABILITY OF APPLICATION FORM: Application form can be obtained from ADANI Enterprises Limited, Tel.: +91 (79) 2555 4412 Lead Managers: Trust Investment Advisors Private Limited, Tel: +91 22 4084 5000: A. K. Capital Services Limited, Tel: +91 22 6754 6500 and Nuvama Wealth Management Limited, Tel: +91 22 4009 4400 and offices of Consortium Members, Trading Members and Designated Branches of the SCSBs. Application forms may be downloaded from the websites of the Company, Stock Exchanges, Lead Managers and Consortium Members. Additionally, UPI Investor making an application in the Issue can also make bid through online (app / web) interface/ platform of the BSE i.e. "BSE Direct" and of the NSE i.e. "NSE goBID". Further, BSE Direct platform can be accessed at https://www.bsedirect.com and NSE goBID can be accessed at

regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the RoC, or any stock exchange in India or do they Consortium MEMBERS: Trust Financial Consultancy Services Private Limited, A. K. Stockmart Private Limited and Nuvama Wealth

and Investment Limited (formerly known as Edelweiss Broking Ltd)

	LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE TO THE ISSUE
TRUST In Parametry, No. 1 cm.	BUILDING BONDS	nuvama	LINKIntime	
Trust Investment Advisors Private Limited 109/110, Balarama, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra, India Tel: +91 22 4084 5000 Facsimile: +91 22 4084 5066 Email: ael.ncd@trustgroup.in Investor Grievance Email: customercare@trustgroup.in Website: www.trustgroup.in Contact Person: Hani Jalan Compliance Officer: Aayushi Mulasi SEBI Registration No.: INM000011120 CIN: U67190MH2006PTC162464	A. K. Capital Services Limited 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai - 400 098, Maharashtra, India Tel: +91 22 6754 6500 Facsimile: +91 22 6610 0594 Email: ael.ncd2024@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Aanchal Wagle Compliance Officer: Tejas Davda SEBI Registration No.: INM000010411 CIN: L74899MH1993PLC274881	Nuvama Wealth Management Limited 801-804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Tel: +91 22 4009 4400 Facsimile: NA Email: ael.ncd@nuvama.com Investor Grievance Email: customerservice.mb@nuvama.com Website: www.nuvama.com Contact Person: Saili Dave Compliance Officer: Bhavana Kapadia SEBI Registration No.: INM000013004 CIN: L67110MH1993PLC344634	Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai - 400 083 Maharashtra, India. Tel: + 91 810 811 4949 Facsimile: +91 22 4918 6060 Email: adanienterprises.ncd2024@linkintime.co.in Investor Grievance Email: adanienterprises.ncd2024@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan Compliance Officer: B. N. Ramakrishnan SEBI Registration No.: INR000004058 CIN: U67190MH1999PTC118368	Catalyst Trusteeship Limited* GDA House, Plot No. 85, Bhusari Colony (Right), Kothrud, Pune - 411038, Maharashtra. Tel: 022-4922 0555 Facsimile: +91 (022) 49220505 Email: ComplianceCTL-Mumbai@ctltrustee.com Investor Grievance Email: grievance@ctltrustee.com Website: www.catalysttrustee.com Contact Person: Umesh Salvi Compliance Officer: Kalyani Pandey SEBI Registration No.: IND000000034 CIN: U74999PN1997PLC110262

Care=dae

CARE Ratings Limited 32, Titanium, Prahlad Nagar Corporate Road, Satellite, Ahmedabad - 380 015 Tel: 079-40265656, 91-85111 90079; Facsimile: 079-40265657; Email: Maulesh.desai@careedge.in; Website: www.careratings.com,

SEBI Registration No.: IN/CRA/004/1999; CIN: L67190MH1993PLC071691

Contact Person: Maulesh Desai;

**CREDIT RATING AGENCY** 

M/s Shah Dhandharia & Co LLP 507, Abhijeet-1, Mithakhali Six Roads, Navranggura.

Contact Person: Shubham Rohatgi, Peer Review Certificate No.: 014168

STATUTORY AUDITORS Jatin Jalundhwala Adani Corporate House, Shantigram, Near Valshno Devi Circle, Ahmedabad - 380 009, Gujarat, India Tel: +91 (0)79 4890 1710, Email: shubham.rohatgi@sdco.in

COMPANY SECRETARY AND COMPLIANCE OFFICER

S. G. Highway, Khodiyar, Ahmedabad - 382 421, Gujarat, India Tel.: +91 79 2555 5377; Facsimile: +91 79 2555 5299, Email: jatin.jalundhwala@adani.in Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-Issue or post-

Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs, etc.

\*Catalyst Trusteeship Limited has, pursuant to regulation 8 of the SEBI NCS Regulations, by its letter dated August 16, 2024 given its consent for its appointment as Debenture Trustees for the Debenture Trustee A copy of the Prospectus has been filed with the RoC, in terms of Section 26 of Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please see section titled "Material Contracts and Documents for Inspection" on page 343 and "Issue Related Information" on page 271 of the Prospectus.

Firm Registration No.: 118707W/ W100724

DISCLAIMER OF THE ISSUER: Adani Enterprises Limited ("Company"), subject to market conditions, and other considerations, is proposing a public issue of secured, rated, listed, redeemable non-convertible debentures ("NCDs") and has filed the Prospectus dated August 27, 2024 ("Prospectus"). This announcement does not constitute an offer to sell or solicitation of an offer or invitation to buy any securities in any jurisdiction. Investment in the NCDs involves a degree of risk. Investors should see the Prospectus and Corrigendum filed by Adani Enterprises Limited with the Registrar of Companies, Gujarat, Dadra & Nagar Haveli at Ahmedabad, BSE Limited ("BSE"), National Stock Exchange of India Ltd. ("NSE") and Securities and Exchange Board of India ("SEBI"), including the section titled "Risk Factors" beginning on page 16 of the Prospectus, available on the websites of the lead managers at www.trustgroup.in, www.akgroup.co.in and www.nuvama.com. Investors proposing to participate in the Issue should note that investment in the NCDs involves a high degree of risk and for details in relation to the same, refer to the Prospectus dated August 27, 2024, including the sections titled "Risk Factors" and "Material Developments" beginning on pages 16 and 227 respectively of the Prospectus. The Issuer and the Lead Managers accept no responsibility for statements made otherwise than in the Prospectus or in the advertisement or any other source of information would be doing so at their own risk.

> For and on behalf of the Board of Directors of Adani Enterprises Limited

> > Rajesh S. Adani Managing Director

DIN: 00006322

Adfactors 289

Place: Ahmedabad Date: August 31, 2024



## adani Adani enterprises limited



originally setablished as partnership tim in tree, in which preference commencement of business was sustency of emissions of the preference of the preferenc

(i) Gautam S. Adani, Email: investor.ael@adani.com Tel: +91 (79) 2555 4412 and (ii) Rajesh S. Adani, Email: investor.ael@adani.com Tel: +91 (79) 2555 4412. For details of our Promoters, see section titled "Our Promoters" on page 202 of the Prospectus

THE ISSUE

PUBLIC ISSUE BY THE COMPANY OF UP TO \$0,00,000 SECURED, RATED, LISTED, REDEEMBLE, 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 ("ORDE") AND THE TERMS AND CONDITIONS AS SET OUT IN THE PROSPECTUS DATE AUGUST 27, 2024 WHICH SHOULD BE READ OF THE NOTO SET OF THE PROVISIONS OF SECURITIES AND EXCHANGE GOAD OF THICH SHOULD BE READ OF PROVISIONS OF SECURITIES AND EXCHANGE GOAD OF THICH SHOULD SHOULD BE READ OF THE PROVISIONS OF SECURITIES AND EXCHANGE GOAD OF THICH SHOULD SHOULD BE READ OF THE SET OF THE PROVISIONS OF SECURITIES AND EXCHANGE GOAD OF THICH SHOULD SHOULD BE READ OF THE SET OF THE PROVISIONS OF SECURITIES AND EXCHANGE GOAD OF THICH SHOULD SHOULD SHOULD BE READ OF THE SET OF THE

#### CREDIT RATING: "CARE A+; Positive (Single A Plus; Outlook: Positive)" by CARE Ratings Limited

#### ALLOTMENT ON FIRST COME FIRST SERVE BASIS'

spublic issue of debt securities shall be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges in accordance with the SEBI NCS Master Circular. Hals, For further details refer section titled "issue Related Information" on page 271 of the Prospectus.

#### ISSUE **PROGRAMME\*\***

#### **ISSUE OPENS ON: WEDNESDAY, SEPTEMBER 4, 2024 ISSUE CLOSES ON: TUESDAY, SEPTEMBER 17, 2024**

The following are the terms of the NCDs to be issued pursuant to the Prospectus

Series	1	1	T.	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% 9.55% NA 9.56% 9.90%							
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 Calegories	₹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 (*U 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							

#### CORRIGENDUM TO THE PROSPECTUS DATED AUGUST 27, 2024 ("CORRIGENDUM")

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UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN

LIABLITY OF MEMBERS. Limited by Shares
MANURI OF SHARED APPLATO, OF THE COMPANY AS AT JUNE 30, 2024: The Authorised Shares Capital of the Company is ₹ 4,55.22.00,000 divided into 4,85.52.00.000 Equity
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CREDIT RATING AGENCY		STATUTORY AUDITORS	COMPANY SECRETARY	COMPANY SECRETARY AND COMPLIANCE OFFICER	

CARE Retiega Limited
2. Tilanium, Prefede Nagar Corporate Road, Saleslite, Ahmudabad - 360 D15
Tat: UP -40006806, 61 d 6111 90079; Facebriller, OP-40006807,
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Tat: UP -40006806, 61 d 6111 90079; Facebriller, OP-40006807,
Cottact Person: Majorien Disease.
Sell: Regularistic Majorien Disease. Catalyst Trusteeship Limited has, pursuant to regulation 8 of the SEBI NCS Regulations, by its letter dated August 16, 2024 given its consent for its appo Logy of the Prospectus has been filed with the RoC. in terms of Section 26 of Companies Act, 2013, along with the endorsed bartified copies of a

Place: Ahmedabad Date: August 31, 2024









































































