

# ADANI ENTERPRISES LIMITED

Registered office: "Adani House", Near Mithakhali Six Roads,  
Navrangpura, Ahmedabad - 380 009, Gujarat (India).

Phone No.: +91-79-26565555 Fax No.: +91-79-25555500

CIN: L51100GJ1993PLC019067 Website: www.adanienterprises.com

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) that the resolutions appended below are proposed to be passed as Ordinary Resolutions by way of Postal Ballot.

The Member's consideration and approval is being sought for the Ordinary Resolutions annexed hereto. A Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolutions, setting out material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of Adani Enterprises Limited ("the Company") has appointed Mr. Chirag Shah, Practising Company Secretary (Membership No. FCS: 5545; CP NO.: 3498), as the Scrutinizer for conducting the postal ballot (physical & e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on **Thursday, 28<sup>th</sup> March, 2019** at the Registered Office of the Company at 6.00 p.m. The result of the postal ballot will be posted on the Company's website viz. www.adanienterprises.com and on CDSL's website viz. www.evotingindia.com besides communicating to the Stock Exchanges where the shares of the Company are listed.

**Registered Office:**  
"Adani House",  
Near Mithakhali Six Roads,  
Navrangpura,  
Ahmedabad - 380 009,  
Gujarat, India.  
CIN: L51100GJ1993PLC019067

By order of the Board  
For **Adani Enterprises Ltd.**

**Jatin Jalundhwala**  
Company Secretary &  
Joint President (Legal)

Date: 23<sup>rd</sup> February, 2019  
Encl : Postage Pre-paid Envelope

### TEXT OF THE PROPOSED ORDINARY RESOLUTIONS ALONGWITH EXPLANATORY STATEMENT

#### RESOLUTION NO. 1

**Divestment of 9,98,28,000 Equity Shares held in Adani Agri Logistics Limited and 50,000 Equity Shares each in Adani Agri Logistics (Samastipur) Limited, Adani Agri Logistics (Darbhanga) Limited and Adani Agri Logistics (Dahod) Limited to Adani Logistics Limited.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and as per the Company's policy on Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be required from any authority, the consent of the members of the Company be and is hereby accorded to the proposed transaction(s) for divestment of the Company's holding of 9,98,28,000 (100%) Equity Shares of ₹ 10/- each in Adani Agri Logistics Limited and 50,000 (100%) Equity Shares each of ₹ 10/- each in Adani Agri Logistics (Samastipur) Limited, Adani Agri Logistics (Darbhanga) Limited and Adani Agri Logistics (Dahod) Limited to Adani Logistics Limited (ALL) at an aggregate value of not less than approx. ₹ 943.68 Crore (Rupees Nine Hundred Forty Three Crore and Sixty Eight Lakhs only) on the terms and conditions as mentioned in the Explanatory Statement annexed to this resolution."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or Committee thereof be and is hereby authorized to finalise and execute such documents/deeds/writings/agreements as may be required based on the agreed terms with authority to revise the terms in the best interest of the Company and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper and to settle any question, difficulty or doubt that may arise in this regard."

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## NOTES:

1. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the businesses set out in the notice above are sought to be passed by way of Postal Ballot.
3. The Postal Ballot Notice is being sent to all those Members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on the closure of business hours on **Friday, 22<sup>nd</sup> February, 2019**. The voting rights shall also be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the said date.
4. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than **6.00 p.m. on Wednesday, 27<sup>th</sup> March, 2019** or before. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders has not been received.
5. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or any one of the Directors of the Company on **Thursday, 28<sup>th</sup> March, 2019** at 6.00 p.m. at the Registered Office of the Company. The results along with the Report will be posted on the website of the Company: [www.adanienterprises.com](http://www.adanienterprises.com) and on CDSL's website viz. [www.evotingindia.com](http://www.evotingindia.com) besides communicating to the Stock Exchanges where the shares of the Company are listed. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Wednesday, 27<sup>th</sup> March, 2019, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
7. The Notice is being sent electronically by e-mail, to those shareholders who have registered their e-mail addresses with the Depositories and by courier to all the remaining Shareholders whose names appear in the Company's Register of Members as at the closure of

## RESOLUTION NO. 2

### Divestment of holding in Adani Power Dahej Limited, Adani Pench Power Limited and Kutchh Power Generation Limited to Adani Power Limited.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and as per the Company's policy on Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be required from any authority, the consent of the members of the Company be and is hereby accorded to the proposed transaction(s) for divestment of the Company's holding of 50,000 (100%) Equity Shares of ₹ 10/- each and 764,28,245 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Adani Power Dahej Limited; 50,000 (100%) Equity Shares of ₹ 10/- each and 281,53,939 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Adani Pench Power Limited; 50,000 (100%) Equity Shares of ₹ 10/- each and 119,38,380 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Kutchh Power Generation Limited to Adani Power Limited (APL), a related party of the Company, for a total consideration equal to ₹ 323.37 Crore (Rupees Three Hundred Twenty Three Crore and Thirty Seven Lakhs only) on the terms and conditions as mentioned in the Explanatory Statement annexed to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or Committee there of be and is hereby authorized to finalise and execute such documents/deeds/writings/agreements as may be required based on the agreed terms with authority to revise the terms in the best interest of the Company and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper and to settle any question, difficulty or doubt that may arise in this regard."

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CIN: L51100GJ1993PLC019067

By order of the Board  
For **Adani Enterprises Ltd.**

**Jatin Jalundhwala**  
Company Secretary &  
Joint President (Legal)

Date: 23<sup>rd</sup> February, 2019

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business hours on **Friday, 22<sup>nd</sup> February, 2019** and any recipient of this Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

8. Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
9. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
10. In case of e-voting on the website: [www.evotingindia.com](http://www.evotingindia.com). Voting will commence from **9.00 a.m. on Tuesday, 26<sup>th</sup> February, 2019 and end at 6.00 p.m. on Wednesday, 27<sup>th</sup> March, 2019.**
11. The Notice is also placed on the website of the Company: [www.adanienterprises.com](http://www.adanienterprises.com) and website of CDSL: [www.evotingindia.com](http://www.evotingindia.com).

## Instructions for Voting:

### 1. Voting through Physical Postal Ballot Form

A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by Courier or by Registered Post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer before the closure of working hours i.e. 6.00 p.m. on or before **Wednesday, 27<sup>th</sup> March, 2019**. Any Postal Ballot Form received after 30 days of dispatch of this notice (**after 6.00 p.m. on Wednesday, 27<sup>th</sup> March, 2019**) shall be treated as if the reply from the Shareholders has not been received.

### 2. Voting through Electronic means

**The Instructions for Equity Shareholders voting electronically are as under:**

- (i) The e-voting period begins at 9.00 a.m. on Tuesday, 26<sup>th</sup> February, 2019 and will end at 6.00 p.m. on Wednesday, 27<sup>th</sup> March, 2019. During this period equity shareholders of the Company, holding shares either in physical form or in the dematerialized form, as on cut-off date of Friday, 22<sup>nd</sup> February, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on Wednesday, 27<sup>th</sup> March, 2019 at 6.00 p.m.

- (ii) The equity shareholders should log on to the e-voting website, [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now enter your user ID
  - a. For CDSL: 16 digits beneficiary ID.
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - c. Equity Shareholders holding shares in Physical Form should enter the Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding equity shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For members holding shares in demat form and physical form:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Equity Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the Depository or Company please enter the member id/folio number in the Dividend Bank details.</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

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- (ix) Equity Shareholders holding equity shares in physical form will then directly reach the Company selection screen. However, equity shareholders holding equity shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Equity Shareholders holding equity shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xi) Click on EVSN of the Adani Enterprises Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Equity Shareholders can also cast their vote using CDSL's mobile app – CDSL m-voting available for iphone as well as android and windows based mobiles. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Equity Shareholders and Custodians**
- Non-individual equity shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- The user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be Uploaded in PDF format, in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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## Contact Details

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**Company** : Mr. Jatin Jalundhwala  
Company Secretary &  
Joint President (Legal)  
Adani Enterprises Limited  
Registered. Office: "Adani House",  
Near Mithakhali Six Roads,  
Navrangpura, Ahmedabad - 380 009,  
Gujarat, India.  
CIN: L51100GJ1993PLC019067  
E-mail: [investor.relations@adani.in](mailto:investor.relations@adani.in)

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**Registrar and Transfer Agent** : M/s. Link Intime India Private Limited  
506-508, Amarnath Business Centre-1  
(ABC-1), Beside Gala Business Centre,  
Off C. G. Road, Navrangpura,  
Ahmedabad – 380 009.  
Tel: +91-79-26465179  
Fax : +91-79-26465179  
E-mail: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

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**E-Voting Agency** : Central Depository Services (India) Limited  
Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)  
Phone: +91-22-22723333/8588

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**Scrutinizer** : CS Chirag Shah  
Practising Company Secretary  
Email: [pcschirag@gmail.com](mailto:pcschirag@gmail.com)

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Encl: As above

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## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### For Item No. 1:

In order to consolidate Logistics business across the group under one entity, for focused attention, better regulatory compliance, reduce operational cost and strengthen the sustainability of the businesses, the Board of Directors has proposed to divest the Company's shareholding of 9,98,28,000 (100%) Equity Shares of ₹ 10/- each in Adani Agri Logistics Limited and 50,000 (100%) Equity Shares each of ₹ 10/- each in Adani Agri Logistics (Samastipur) Limited, Adani Agri Logistics (Darbhanga) Limited and Adani Agri Logistics (Dahod) Limited to Adani Logistics Limited (ALL), a related party of the Company existing under the joint control i.e. Adani Group at an aggregate value of not less than approx. ₹ 943.68 Crore determined on the basis of independent valuation report as approved by the Audit Committee and the Board.

The Company holds:

- (a) 9,98,28,000 (Nine Crore Ninety Eight Lakhs Twenty Eight Thousand) Equity Shares of ₹ 10/- each constituting 100% of the paid up Equity Capital of Adani Agri Logistics Limited; and
- (b) 50,000 (Fifty Thousand) Equity Shares of ₹ 10/- each constituting 100% of the paid up Equity Capital of Adani Agri Logistics (Samastipur) Limited; and
- (c) 50,000 (Fifty Thousand) Equity Shares of ₹ 10/- each constituting 100% of the paid up Equity Capital of Adani Agri Logistics (Darbhanga) Limited; and
- (d) 50,000 (Fifty Thousand) Equity Shares of ₹ 10/- each constituting 100% of the paid up Equity Capital of Adani Agri Logistics (Dahod) Limited.

Section 188 of the Companies Act 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, provides that the Company shall not enter into a transaction of selling or otherwise disposing of property of any kind (which is not in the ordinary course of business and at arm's length), exceeding ten per cent of net worth of the Company or rupees one hundred crore, whichever is lower, without obtaining consent of the members by an Ordinary Resolution. Adani Logistics Limited being a related party and the proposed divestment though at arm's length, may be deemed not in the ordinary course of business of the Company. Hence, prior approval of the Members of the Company is sought by way of an Ordinary Resolution pursuant to the provisions of Section 188 of the Companies Act, 2013 for exercising these powers by the Board.

The particulars of the proposed transaction required to be disclosed under the provisions of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Name of the Related Party and nature of relationship	Adani Logistics Limited, a related party of the Company falling under the joint control i.e. Adani Group
Name of the director or key managerial personnel who is related, if any	Shri Gautam S. Adani and Shri Rajesh S. Adani
Nature, material terms, monetary value and particulars of the contract or arrangement	Divestment of 9,98,28,000 (100%) Equity Shares of ₹ 10/- each in Adani Agri Logistics Limited and 50,000 (100%) Equity Shares each of ₹ 10/- each in Adani Agri Logistics (Samastipur) Limited, Adani Agri Logistics (Darbhanga) Limited and Adani Agri Logistics (Dahod) Limited to Adani Logistics Limited (ALL) at an aggregate value of not less than approx. ₹ 943.68 Crore determined on the basis of Independent Valuation Report.
Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members of the Company is sought through Postal Ballot by way of an Ordinary Resolution.

The Audit Committee and the Board of Directors of the Company have approved this items in their respective meetings and recommended the Resolution as set out in the accompanying Notice for the approval of members of the Company as an Ordinary Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

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## For Item No. 2

In order to consolidate Power business across the group under one entity, for focused attention, better regulatory compliance, reduce operational cost and strengthen the sustainability of the businesses, the Board of Directors has proposed to divest the Company's holding in Adani Power Dahej Limited, Adani Pench Power Limited and Kutchh Power Generation Limited to Adani Power Limited (APL), a related party of the Company existing under the joint control i.e. Adani Group at an aggregate value of ₹ 323.37 Crore, determined on the basis of Independent Valuation Report as approved by the Audit Committee and the Board.

The Company holds;

- 50,000 (Fifty Thousand) Equity Shares of ₹ 10/- each constituting 100% of the paid up Equity Capital and 764,28,245 (100%) Compulsory Convertible Debenture of ₹ 100/- each in Adani Power Dahej Limited; and
- 50,000 (Fifty Thousand) Equity Shares of ₹ 10/- each constituting 100% of the paid up Equity Capital and 281,53,939 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Adani Pench Power Limited; and
- 50,000 (Fifty Thousand) Equity Shares of ₹ 10/- each constituting 100% of the paid up Equity Capital and 119,38,380 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Kutchh Power Generation Limited.

Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, provides that the Company shall not enter into transaction of selling or otherwise disposing of property of any kind (which is not in the ordinary course of business and at arm's length), exceeding ten per cent of net worth of the Company or rupees one hundred crore, whichever is lower, without obtaining consent of the members by an Ordinary Resolution. Adani Power Limited being a related party and the proposed divestment though at arm's length, may be deemed not in the ordinary course of business of the Company. Hence, prior approval of the Members of the Company is sought by way of an Ordinary Resolution pursuant to the provisions of Section 188 of the Companies Act, 2013 for exercising these powers by the Board.

The particulars of the proposed transaction required to be disclosed under the provisions of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Name of the Related Party and nature of relationship	Adani Power Limited, a related party of the Company falling under the joint control i.e. Adani Group
Name of the director or key managerial personnel who is related, if any	Shri Gautam S. Adani and Shri Rajesh S. Adani
Nature, material terms, monetary value and particulars of the contract or arrangement	Divestment of the Company's holding of 50,000 (100%) Equity Shares of ₹ 10/- each and 7,64,28,245 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Adani Power Dahej Limited; 50,000 (100%) Equity Shares of ₹ 10/- each and 2,81,53,939 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Adani Pench Power Limited; & 50,000 (100%) Equity Shares of ₹ 10/- each and 1,19,38,380 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Kutchh Power Generation Limited to Adani Power Limited (APL) at an aggregate value of ₹ 323.37 Crore, determined on the basis of Independent Valuation Report.
Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members of the Company is sought through Postal Ballot by way of an Ordinary Resolution.

The Audit Committee and the Board of Directors of the Company have approved this items in their respective meetings and recommended the Resolution as set out in the accompanying Notice for the approval of members of the Company as an Ordinary Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

**Registered Office :**  
"Adani House",  
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Gujarat, India.  
CIN: L51100GJ1993PLC019067

By order of the Board  
For **Adani Enterprises Ltd.**

**Jatin Jalundhwala**  
Company Secretary &  
Joint President (Legal)

Date: 23<sup>rd</sup> February, 2019

# ADANI ENTERPRISES LIMITED

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## POSTAL BALLOT FORM

Sr. No.

1. Name and Registered address of the Sole-First named Shareholder.	
2. Name(s) of the Joint Shareholder(s).	
3. Registered Folio No./ DP ID */Client ID * (*applicable to investors holding shares in demat form).	
4. No. of Share(s) held.	
5. I/We hereby exercise my/our vote in respect of the Ordinary Resolutions to be passed through Postal Ballot for the businesses stated in the Notice dated 23 <sup>rd</sup> February, 2019 of the Company by sending my/our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below:	

Description of the Ordinary Resolution(s)	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Divestment of 9,98,28,000 (100%) Equity Shares of ₹ 10/- each in Adani Agri Logistics Limited and 50,000 (100%) Equity Shares each of ₹ 10/- each in Adani Agri Logistics (Samastipur) Limited, Adani Agri Logistics (Darbhanga) Limited and Adani Agri Logistics (Dahod) Limited to Adani Logistics Limited.			
Divestment of 50,000 (100%) Equity Shares of ₹ 10/- each and 7,64,28,245 (100%) Compulsory Convertible Debentures of ₹100/- each in Adani Power Dahej Limited; 50,000 (100%) Equity Shares of ₹ 10/- each and 2,81,53,939 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Adani PENCH Power Limited; and 50,000 (100%) Equity Shares of ₹ 10/- each and 1,19,38,380 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Kutchh Power Generation Limited to Adani Power Limited.			

Place:

Signature : \_\_\_\_\_

Date:

Name : \_\_\_\_\_

E-mail ID : \_\_\_\_\_

(Please see overleaf for instructions)

## INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot, may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However envelope containing Postal Ballot if sent by Courier or Registered Post at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.
4. Unsigned/Incomplete Postal Ballot Forms will be rejected.
5. Members may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the Company's website viz. [www.adanienterprises.com](http://www.adanienterprises.com).
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the closure of working hours **i.e. at 6.00 p.m. on Wednesday, 27<sup>th</sup> March, 2019**. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such Shareholder has not been received.
7. In case of shares held by Companies, Trust, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/POA preferably with attested specimen signature(s) of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders on the cut - off date i.e. Friday, 22<sup>nd</sup> February, 2019.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. The Postal Ballot shall not be exercised by a Proxy.
11. The Members can opt for only one mode of voting, i.e. either by postal ballot or e-voting. In case Members cast their votes through both the modes, voting by e-voting shall prevail and votes cast through postal ballot form will be treated as invalid.