CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED BY THE BOARD OF DIRECTORS ("BOARD") OF ADANI ENTERPRISES LIMITED ("COMPANY") IN THE MEETING HELD ON TUESDAY, 11TH NOVEMBER 2025 AT THE REGISTERED OFFICE OF THE COMPANY.

APPROVAL AND ADOPTION OF THE LETTER OF OFFER IN RELATION TO THE ISSUE

"**RESOLVED THAT,** in furtherance of the resolution dated November 4, 2025, of the Board approving the proposed rights issue of partly paid-up equity shares of the Company, the letter of offer to be sent to the existing shareholders of the Company whose names appear on the register of members of the Company/ beneficial owners list maintained by the depositories, as at the end of the business hours as on the record date (*i.e.,* November 17, 2025 and such shareholders of the Company, "**Eligible Equity Shareholders**"), eligible renouncees thereof and/ or to such other persons in accordance with the provisions of the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable regulations, circulars, and guidelines issued by the Securities and Exchange Board of India ("**SEBI**") or the Reserve Bank of India, other applicable laws, regulations, policies or guidelines including the guidelines and clarifications issued by the Government of India (such laws, "**Applicable Laws**"), on the record date set out above (the "**Letter of Offer**"), be and is hereby approved by the Board and adopted for filing with SEBI, BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") together with BSE, the "**Stock Exchanges**") and any other authorities, as the case may be, in accordance with Applicable Laws.

"RESOLVED FURTHER THAT, in furtherance of the resolution dated November 4, 2025 of the Board approving the proposed rights issue of partly paid-up equity shares of the Company, the Board hereby approves the issue of partly paid equity shares on rights basis, wherein the eligible equity shareholders will be required to pay 50% of the issue price on application and after payment of such application money, the balance amount on the rights equity shares will be payable by eligible equity shareholders in one or more subsequent call(s), with terms and conditions such as the number of calls and the timing and quantum of each Call as may be decided by our Board from time to time, to be completed on or prior to next financial years from the allotment date or such other extended timelines."

"**RESOLVED FURTHER THAT**, to give effect to the above resolution, any Director of the Company or Mr. Jugeshinder Singh, Chief Financial Officer, Mr. Jatin Jalundhwala, Company Secretary & Joint President (Legal), Mr. Puneet Bansal, Group Head (Secretarial), Mr. Anupam Misra, Group Head (Corporate Finance), Mr. Manan Vakharia, Associate General Manager (Finance & Accounts), Mr. Rahul Choudhary, Vice President (Corporate Finance), Mr. Nishant Joshi Dy. Manager (Secretarial), Ms. Mira Soni Dy. Manager (Secretarial) and Ms. Kuntal Chandya, Associate Manager (Secretarial) of the Company be and are hereby jointly and severally authorized to *inter alia* take all steps and do all such acts, deeds, matters and things and to execute all such documents, instruments as deemed necessary in this regard, including filing the Letter of Offer with the SEBI, Stock Exchanges and any other authorities as may be required, sending rights entitlement letters, making all other necessary filings and intimations to the Stock Exchanges and any other authorities as may be required and issuing the Letter of Offer along with the

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"Adani Corporate House",
Shantigram, Near Vaishno Devi Circle,
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CIN: L51100GJ1993PLC019067

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application form to the Eligible Equity Shareholders."

RESOLVED FURTHER THAT, the Rights Issue Committee of the Board, be and is hereby authorized to make the necessary changes, updates, alterations, revisions, modifications or amendments in the Letter of Offer, Application Form, and other documents, information, disclosures, confirmations, statements, certificates, including financial statements and auditors' report thereon, etc. as may be required to be included / mentioned, in compliance with all applicable provisions of SEBI ICDR Regulations, to be filed with SEBI, Stock Exchanges where the partly paid-up rights equity shares are listed or any other authorities, and to *inter alia* negotiate, authorize, approve and pay commission, fees, remuneration, expenses and/or any other charges to the applicable agencies / intermediaries / persons and to give them such directions or instructions as it may deem fit from time to time.

"**RESOLVED FURTHER THAT,** the Company Secretary and Compliance Officer or any Director of the Company be and is hereby authorised to certify the true copy of the aforesaid resolution and forward the same to such persons and/or the concerned authorities for necessary actions, if required."

Certified True Copy
For **Adani Enterprises Limited**

JATINKUMAR RAMESHCHANDRA JALUNDHWALA

Digitally signed by JATINKUMAR RAMESHCHANDRA JALUNDHWALA
Date: 2025.11.11 23:43:08 +05'30'

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

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