

adani Adani Enterprises Limited

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH, AT AHMEDABAD
C.A. (CAA) NO. 163/NCLT/AHM/2017

In the matter of the Companies Act, 2013;
And
In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;
And
In the matter of Adani Enterprises Limited;
And
In the matter of Scheme of Arrangement among Adani Enterprises Limited and Adani Green Energy Limited and their respective shareholders and creditors;

Adani Enterprises Limited,

a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at "Adani House", Near Mithakhali Six Roads, Navrangpura, Ahmedabad - 380 009, Gujarat, India.Applicant Company

NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETINGS OF THE EQUITY SHAREHOLDERS, SECURED CREDITORS (INCLUDING DEBENTURE HOLDERS) AND UNSECURED CREDITORS

Notice is hereby given that by the order dated the 1st day of December 2017, the Hon'ble National Company Law Tribunal, Bench, at Ahmedabad ("NCLT") has directed separate meetings to be held of the equity shareholders, secured creditors (including debenture holders) and unsecured creditors of the Applicant Company, for the purpose of considering and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Arrangement among Adani Enterprises Limited and Adani Green Energy Limited and their respective shareholders and creditors ("Scheme").

In pursuance of the said order and as directed therein, further notice is hereby given that separate meetings of the equity shareholders, secured creditors (including debenture holders) and unsecured creditors of the Applicant Company will be held as under, at which time and place the said equity shareholders, secured creditors (including debenture holders) and unsecured creditors are requested to attend.

Sr. No.	Class of Meetings	Date of Meetings	Time (IST)	Place of Meeting
1.	Equity Shareholders	Wednesday,	10.00 a.m.	J.B. Auditorium, Ahmedabad Management, Association, Dr. Vikram Sarabhai Marg, ATIRA, Ahmedabad-380 015, Gujarat, India
2.	Secured Creditors (including debenture holders)	the 10 th day of January 2018	11.00 a.m.	
3.	Unsecured Creditors		12.00 noon	

Copies of the said Scheme, Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and form of proxy, can be obtained free of charge within one (1) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the shareholders/creditors of the Applicant Company at the registered office of the Applicant Company or at the office of its advocates M/s. Singhi & Co., Singhi House, 1, Magnet Corporate Park, Near Sola Bridge, S.G. Highway, Ahmedabad- 380 059, Gujarat, India. Persons entitled to attend and vote at the respective meetings may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company at Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad - 380 009, Gujarat, India, not later than forty eight (48) hours before the scheduled time of the commencement of the aforesaid meetings.

Forms of proxy can be obtained from the registered office of the Applicant Company.

NCLT has appointed Mr. V. Subramanian, an Independent Director of the Applicant Company and in his absence Mr. Hemant Nerurkar, an Independent Director of the Applicant Company and in his absence Mrs. Vijaylaxmi Joshi, an Independent Director of the Applicant Company, to be the Chairman/Chairperson of the said meetings of the equity shareholders, secured creditors (including debenture holders) and unsecured creditors of the Applicant Company.

The Scheme, if approved in the aforesaid meetings, will be subject to the subsequent approval of the NCLT.

Further Notice is hereby given to the equity shareholders of the Applicant Company [which includes the Public Shareholders of the Applicant Company as referred to in Circular No. CFD/DIL3/CIR/2017/21 dated 10th day of March 2017 issued by the Securities and Exchange Board of India ("SEBI Circular")] that:

- the Applicant Company has provided the facility of voting by postal ballot and e-voting so as to enable the equity shareholders, to consider and approve the Scheme. The Applicant Company has also provided the facility of ballot/polling paper at the venue of the meeting. The Applicant Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting services;
- in accordance with the provisions of Section 230-232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the equity shareholders of the Applicant Company, voting in person or by proxy or by postal ballot or e-voting, agree to the Scheme. Further, in accordance the SEBI Circular, the Scheme shall be acted upon only if the number of votes cast by the Public Shareholders (through e-voting) in favour of the resolution for approval of the Scheme is more than the number of votes cast by the Public Shareholders against it;
- the cut-off date for determining the eligibility of the equity shareholders for voting through postal ballot or e-voting or voting at the venue of the meeting is 4th day of December 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled for voting. Persons who are not equity shareholders of the Applicant Company as on the cut-off date should treat this Notice for information purposes only;
- voting through postal ballot and e-voting by the equity shareholders will commence on 11th day of December 2017 at 9.00 a.m. and shall end on 9th day of January 2018 at 5.00 p.m.;
- duly completed and signed postal ballot form should reach the Scrutinizer on or before 5.00 p.m. on 9th day of January 2018. Any postal ballot form received after 5.00 p.m. on 9th day of January 2018, shall not be considered and shall be treated as if the reply from the equity shareholder has not been received. Further, e-voting module shall be disabled by CDSL for voting on 9th day of January 2018 at 5.00 p.m.;
- the Applicant Company has on 6th day of December 2017, completed the dispatch of Notice along with the postal ballot form with instructions and a self addressed postage prepaid Business Reply Envelope amongst others, to the equity shareholders (which includes Public Shareholders) holding shares in either physical form or in dematerialized form, as on the cut-off date i.e. 4th day of December 2017. As such, the Notice sent to the equity shareholders would also be deemed to be the Notice sent to the Public Shareholders of the Applicant Company;
- equity shareholders who have not received the postal ballot form can either download the same from the website of the Applicant Company, www.adanienterprises.com or obtain duplicate postal ballot from the registered office of the Applicant Company as stated above;
- during the voting period, the equity shareholders can opt for only one mode for voting i.e. either by postal ballot or e-voting. In case any equity shareholder cast the vote both via postal ballot and e-voting, then voting validly done through e-voting shall prevail. Equity shareholders who have cast their votes through postal ballot or e-voting may attend the meeting but shall not be entitled to cast their vote again;
- the Notice including the postal ballot and e-voting instructions are available on the Applicant Company's website at www.adanienterprises.com and on the website of CDSL at www.evotingindia.com;
- Mr. Chirag Shah, Practicing Company Secretary (Membership No. FCS 5545/COP 3498) has been appointed as the Scrutinizer to conduct the postal ballot and e-voting process and the voting at the venue of the meeting in a fair and transparent manner;
- in case of Any queries/grievances in relation to the voting by postal ballot or e-voting may be addressed to Mr. Jatin Jalundhwala, Company Secretary & Sr. Vice President (Legal) of the Applicant Company at "Adani House", Near Mithakhali Six Roads, Navrangpura, Ahmedabad- 380 009, Gujarat, India, or through email to investor.relations@adani.in. Mr. Jatin Jalundhwala, Company Secretary & Sr. Vice President (Legal) of the Applicant Company can also be contacted at +91 79 2555 5366. Any query/grievance related to the e-voting may be addressed to Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited at 25 Floor, Marathon Futrex, N M Joshi Marg, Lower Parel (East), Mumbai - 400013; or through e-mail to helpdesk.evoting@cDSLindia.com or contacted at 1800-22-5533.

In case of meetings of the secured creditors (including debenture holders) and the unsecured creditors of the Applicant Company, the voting shall be carried out through the ballot/polling paper at the venue of the meetings. Mr. Chirag Shah has also been appointed as the Scrutinizer for the said meetings.

Place: Ahmedabad,
Date: 8th December, 2017

V. Subramanian
Chairman appointed for the meetings

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