



March 27, 2020

To:

National Stock Exchange of India Limited

Exchange Plaza, BKC, Bandra (East)

Mumbai – 400 051

BSE Limited

Floor 25, P J Towers, Dalal Street,

Mumbai – 400001

Adani Enterprises Limited (AEL)

"Adani House", Near Mithakhali Six Roads,

Navrangpura, Ahmedabad-380 009

Sub: Disclosure of reason of encumbrance under regulation 31(1) read with regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

With reference to SEBI circular no. SEBI/HO/CFD/DCR1/P/2019/90 dated August 7, 2019, please find attached herewith disclosure of reason of encumbrance in the prescribed format under regulation 31(1) read with regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to creation of pledge on 1,25,00,000 equity shares of AEL.

Kindly take the same on record.

Thanking You,

For, **S.B. Adani Family Trust**

Authorised Signatory

Encl: Disclosure in the prescribed format

S. B. Adani Family Trust

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Mithakhali Six Roads, Navrangpura
Ahmedabad-380 009
Gujarat, India

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| Annexure - II | | | | | |
|--|--|---|---------------------------------------|---------------------------------------|--|
| Format for disclosure of reasons for encumbrance | | | | | |
| (In addition to Annexure - I prescribed by way of circular dated August 05, 2015) | | | | | |
| Name of listed company | Adani Enterprises Ltd. | | | | |
| Name of the recognised stock exchanges where the shares of the company are listed | BSE Ltd. & National Stock Exchange of India Ltd. | | | | |
| Name of the promoter(s) / PACs whose shares have been encumbered | Gautam S. Adani & Rajesh S. Adani (on behalf of S.B. Adani Family Trust) | | | | |
| Total promoter shareholding in the listed company | No. of shares | 823,963,481 | | | |
| | % of total share capital | 74.92 | | | |
| Encumbered Shares as a % of promoter shareholding | 50.62% (including other Promoter Group entity) | | | | |
| Whether encumbered share is 50% or more of promoter shareholding | Yes (including other Promoter Group entity) | | | | |
| Whether encumbered share is 20% or more of total share capital | Yes (including other Promoter Group entity) | | | | |
| Details of all the existing events/ agreements pertaining to encumbrance | | | | | |
| Particulars | | Encumbrance | Encumbrance | | |
| | | 1 | 2 | | |
| Date of creation of encumbrance | | 25-03-2020 | 25-03-2020 | | |
| Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance) | | Pledge | Pledge | | |
| No. and % of shares encumbered | No. of shares | 6,000,000 | 6,500,000 | | |
| | % of total share cap | 0.55 | 0.59 | | |
| Specific details about the encumbrance | Name of the entity in whose favour shares encumbered(X) | | J. M. Financial Products Ltd. | J. M. Financial Credit Solutions Ltd. | |
| | Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity. | | Yes - NBFC | Yes - NBFC | |
| | Names of all other entities in the agreement | | Adani Properties Pvt. Ltd. (Borrower) | Adani Properties Pvt. Ltd. (Borrower) | |
| | Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating | Yes / No | If yes, | | |
| | | 1. Name of Issuer | N.A. | | |
| | | 2. Details of the debt instrument | N.A. | | |
| 3. Whether the debt instrument is listed on stock exchanges? | | N.A. | | | |
| 4. Credit Rating of the debt instrument | | N.A. | | | |
| | 5. ISIN of the instrument | N.A. | | | |
| Security Cover / Asset Cover | Value of shares on the date of event / agreement (A) | | 793,800,000 | 859,950,000 | |
| | Amount involved (against which shares have been encumbered) (B) | | 2,250,000,000 | 3,250,000,000 | |
| | Ratio of A / B | | 0.35 | 0.26 | |
| End use of money | Borrowed amount to be utilized for what purpose - | (a) Personal use by promoters and PACs | - | - | |
| | | (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. | - | - | |
| | | (c) Any other reason (please specify) | N.A (Refer Note below) | N.A (Refer Note below) | |

Note: Additional Security provided for existing debt as per agreement with Lender / Security Trustee

For S.B. Adani Family Trust



Authorized Signatory

Date: 27-03-2020

Place: Ahmedabad