



25th May, 2015

BSE Limited

Floor 25, P J Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 512599

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip Code: ADANIENT

Dear Sir,

**Sub: SUMMARY SYNOPSIS OF THE COMPOSITE SCHEME OF
ARRANGEMENT AND RECORD DATE 4TH JUNE, 2015.**

The Company has received certified copies of the Order of the Hon'ble High Court, Gujarat sanctioning the Composite Scheme of Arrangement between Adani Enterprises Limited (AEL) and Adani Ports and Special Economic Zone Limited (APSEZ) and Adani Power Limited (APL) and Adani Transmission Limited (ATL) and Adani Mining Private Limited (AMPL) and their respective Shareholders and Creditors pursuant to the provisions of Sections 391 to 394 and the other provisions of the Companies Act, 1956 and the Companies Act, 2013. Pursuant to the aforesaid order, the Company has made requisite filing on 22nd May, 2015 with the Registrar of Companies, Gujarat at Ahmedabad.

Key Highlights of the Scheme

- Demerger of the Port Undertaking of AEL comprising the undertaking, businesses, activities, operations, assets (moveable and immoveable) and liabilities pertaining to the Belekeri port and the investment of AEL in APSEZ into APSEZ;
- Demerger of the Power Undertaking of AEL comprising the undertaking, businesses, activities, operations, assets (moveable and immoveable) and liabilities pertaining to the 40MW solar power project at Bitta village, Kutch district of Gujarat and the investments of AEL in APL into APL;
- Demerger of the Transmission Undertaking of AEL comprising the undertaking, businesses, activities, operations, assets (moveable and immoveable) and liabilities related to the Mundra-Zerda transmission line and the investment of AEL in ATL into ATL;

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- Merger of AMPL into AEL; No equity shares are to be issued pursuant to the merger as AMPL is a wholly owned subsidiary of AEL.
- Reduction of paid-up equity share capital of APSEZ, APL and ATL, respectively, and simultaneous issuance of equity shares by APSEZ, APL and ATL, respectively, to the equity shareholders of AEL;
- Reduction of Securities Premium Account of AEL; and
- Various other matters consequential, supplemental or otherwise integrally connected therewith.

Consideration

Upon the Scheme has come into effect and in consideration of the transfer and vesting of the Port Undertaking, Power Undertaking and Transmission Undertaking of AEL in APSEZ, APL and ATL respectively, in terms of the Scheme, the equity shareholders of AEL whose names appear in the Register of Members of AEL as on the Record Date i.e. **4th June, 2015** will be allotted –

1. 14,123 (fourteen thousand one hundred twenty three) equity shares in APSEZ of Rs.2/- each credited as fully paid-up for every 10,000 (ten thousand) equity shares of Re.1/- each fully paid-up held by such equity shareholder in AEL.
2. 18,596 (eighteen thousand five hundred ninety six) equity shares in APL of Rs.10/- each credited as fully paid-up for every 10,000 (ten thousand) equity shares of Re.1/- each fully paid-up held by such equity shareholder in AEL.
3. 1 (one) equity share in ATL of Rs.10/- each credited as fully paid-up for every 1 (one) equity share of Re.1/- each fully paid-up held by such equity shareholder in AEL.

No fractional certificate(s) shall be issued by APSEZ, APL and ATL ("Transferee Companies") in respect of any fractions which the equity shareholders of AEL may be entitled to on issue and allotment of new equity shares. The Board of Directors of Transferee Companies shall instead, consolidate all such fractional entitlements and allot new equity shares in lieu thereof to a director or an officer of Transferee Companies or such other person(s) as the Board of Directors of Transferee Companies shall appoint in this regard who shall hold the new equity shares in trust on behalf of the equity shareholders entitled to such fractional entitlements with express understanding that such director or





officer or person(s) shall sell the same in the market at such time or times and at such price or prices and to such person or persons, as it/he/they may deem fit, and pay to Transferee Companies the net sale proceeds thereof. Thereupon Transferee Companies shall distribute the net sale proceeds, after deduction of applicable taxes/duties/levies, if any, to the equity shareholders entitled in proportion to their respective fractional entitlements. In case the number of such new shares to be allotted to the director or officer or person(s) by virtue of consolidation of fractional entitlements is a fraction, one additional equity share will be issued in Transferee Companies to such director or officer or person(s).

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **Adani Enterprises Limited**

J. R. Jalundhwala

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Chief Legal Officer and
Company Secretary

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