

Annexure-1

From:

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| <p>(i) Adani Tradeline LLP
 801 Shikhar Complex,
 Srimali Soc., Navrangpura,
 Ahmedabad-380 009
 LLP Identification No.: AAJ-0233</p> | <p>(ii) Universal Trade and Investments Ltd.
 6th Floor, Tower I,
 Nexteracom Building, Ebene, Mauritius
 Company Number -137386</p> |
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May 20, 2019

Information needed from the Sellers and/or the Company for OFS.

Sr. No.	Particulars	
1	Name and address of the Sellers	(i) Adani Tradeline LLP 801 Shikhar Complex, Srimali Soc., Navrangpura, Ahmedabad-380 009 LLP Identification No.: AAJ-0233 (ii) Universal Trade and Investments Ltd. 6th Floor, Tower I, Nexteracom Building, Ebene, Mauritius Company Number -137386 (collectively, the “Sellers”)
2	Name of the company	Adani Green Energy Limited (“Company”)
3	Issue size	Adani Tradeline LLP and Universal Trade and Investments Ltd. propose to sell up to 7,57,13,197 and 1,17,86,803 Equity Shares, respectively (representing up to 4.84% and 0.75% of the paid-up equity share capital of the Company, respectively), cumulatively aggregating up to 8,75,00,000 Equity Shares (cumulatively representing 5.59% of the paid-up equity share capital of the Company) (“OFS”)
4	Maximum number of Equity Shares over and above the issue size	Nil
5	A Letter from the sellers confirming criteria under	Enclosed as Annexure 1(A)

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	which the seller is coming for OFS	
6	Calculation regarding the number of Equity Shares to be offered along with the value	<u>Total Equity Shares outstanding (as on May 20, 2019):</u> 156,40,14,280 Equity Shares <u>Total Divestment (%):</u> Up to 5.59% of the paid-up equity share capital of the Company <u>Total No. of shares offered:</u> Cumulatively up to 8,75,00,000 Equity Shares, which cumulatively aggregate up to Rs. 376.25 crores (at Floor Price)
7	Offer size v/s paid up capital	<u>Offer size:</u> To be determined after the closure of the OFS <u>Paid-up equity share capital of the Company:</u> Rs. 15640.14 million*
8	Date of OFS	<u>For non-retail investors:</u> May 21, 2019 ("T day") <u>For Retail Investors (defined below) and non-retail investors who choose to carry forward their bids:</u> May 22, 2019 ("T+1 day").
9	Session Timings	<u>For non-retail investors:</u> T day The OFS shall take place during trading hours on a separate window of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and along with BSE, "Stock Exchanges") on T day commencing at 9:15 a.m. (Indian Standard Time) and shall close on the same date at 3:30 p.m. (Indian Standard Time). Only non-retail investors shall be allowed to place their bids on T day. <u>For Retail Investors (defined below) and non-retail investors who choose to carry forward their bids:</u> T+1 day

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		The OFS shall continue to take place during trading hours on a separate window of the Stock Exchanges on T+1 day commencing at 9:15 a.m. (Indian Standard Time) and shall close on the same date at 3:30 p.m. (Indian Standard Time). Only Retail Investors (defined below) shall be allowed to place their bids on T+1 day. Further, those non-retail investors who have placed their bids on T day and have chosen to carry forward their bids to T+1 day, shall be allowed to revise their bids on T+1 day as per the SEBI OFS Circulars. (T day and T+1 day, collectively referred to as “OFS Dates”)
10	ISIN	INE364U01010
11	Floor price	The floor price for the OFS shall be Rs. 43 (Rupees Forty Three only) per Equity Share (“ Floor Price ”). The Stock Exchanges are required to ensure that the Floor Price is immediately informed to the market
12	Retail reservation % & Retail Discount (if any)	<u>Retail discount</u>: nil <u>Retail reservation</u>: 10% of the Equity Shares shall be reserved for Retail Investors (defined below) subject to the receipt of valid bids. For further details, please see point 18 below.
13	Bidding at cut-off for Retail Investors	Applicable
14	Details of the authorized personnel for the purpose of OFS such as contact number, email id etc.	Name: Mr. Jatin Shah Contact No.: +91 79 2555 5538 Email address: jatin.shah@adani.com
15	Name of Appointed seller Broker(s) and broker code	Monarch Network Capital Limited Broker Code: 06386

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16	Name of Designated Stock Exchange	BSE
17	Name of the Exchange/s wherein the orders shall be placed.	BSE and NSE
18	Allocation methodology - Fixed price / Multiple price – appendix	The allocation shall be on the price priority method at multiple clearing prices in accordance with the SEBI OFS Circulars. <u>Retail Category</u> 10% of the OFS size shall be reserved for Retail Investors (defined below) subject to the receipt of valid bids (the “Retail Category”). The designated stock exchange i.e. BSE will decide the quantity of Equity Shares eligible to be considered in the Retail Category, based on the Cut-off Price (defined below). Unsubscribed portion of the Equity Shares reserved for Retail Investors (defined below) shall be allotted to the non-retail investors choosing to carry forward their bids on T+1 day. However, such investors are required to indicate their willingness to carry forward their bids on T+1 day. No single bidder other than mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended (“Mutual Fund Regulations”), and insurance companies registered with the Insurance Regulatory Development Authority of India (the “IRDAI”) under the Insurance Regulatory and Development Authority Act, 1999 shall be allocated more than 25% of the Equity Shares being offered in the OFS in compliance with applicable law. <u>Non – Retail Category</u> Non-retail investors shall have an option to carry forward their bids from T day to T+1

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		day. Non-retail investors choosing to carry forward their bids to T+1 day are required to indicate their willingness to carry forward their bids. Further, such Investors can also revise their bids on T+1 day in accordance with the SEBI OFS Circulars. <u>Non Retail Investors' Category Allocation Methodology</u> A minimum of 25% of the Equity Shares offered through the OFS shall be reserved for mutual funds registered with the SEBI under the Mutual Fund Regulations and insurance companies registered with the IRDAI, subject to receipt of valid bids/orders at or above the Floor Price and as per allocation methodology. In the event of any under subscription by mutual funds and/or insurance companies, the unsubscribed portion shall be available to the other bidders. <u>Retail Category Allocation Methodology</u> - Retail Investor (defined below) shall mean individual investor who places bids for Equity Shares of total value of not more than Rs. 2,00,000 (Rupees Two Lacs Only) aggregated across the Stock Exchanges ("Retail Investor"). 10% of the Equity Shares offered by way of the OFS shall be reserved for Retail Investors, subject to receipt of valid bids. - No discount is being offered to Retail Investors. - Retail Investors will have option to place "price bids" or place their bid at "Cut-Off Price" i.e., the lowest price at which the Equity Shares are sold, as shall be determined based on all valid bids received in the

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		category of non-retail investors on T day ("Cut-Off Price"). Upon determining cut-off price, the Equity Shares reserved for such category shall be allocated to eligible bids of Retail Investors on price priority method at multiple clearing prices / the cut-off price in accordance with the SEBI OFS Circulars. Any unutilized portion shall be offered to non-retail investors who choose to carry forward their bids on T+1 day. In case of oversubscription in the Retail Category, if the aggregate number of Equity Shares bid for at a particular clearing price / Cut-Off Price, is more than available quantity then the allocation for such bids will be done on a proportionate basis at such clearing price / the Cut-Off Price. Any unsubscribed portion of the Retail Category shall, after allotment, be eligible for allocation to the non-retail investors who choose to carry forward their bid on T+1 day. Such non-retail investors, choosing to carry forward their bid to T+1 day, are required to indicate their willingness to carry forward their bid to T+1 day on the T day itself.
19	Conditions, if any, for withdrawal or cancellation of the offer	Withdrawal: The Sellers reserve the right not to proceed with the OFS at any time prior to opening of the OFS. In such a case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale through Stock Exchange mechanism is made. The Stock Exchanges shall suitably disseminate details of such withdrawal. Cancellation: In the event that sufficient demand from the non-retail investors is not received at or

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		above the Floor Price on the T day, or in case of defaults in settlement obligation, the Sellers reserve the right to cancel the OFS in full. The decision to either accept or reject the OFS shall be at the sole discretion of the Sellers.
20	Copy of advertisement	A copy of the notice submitted to the Stock Exchanges is enclosed as annexure 3
21	Undertaking from seller for usage of Exchange's OFS platform as per annexure – 2	Enclosed as Annexure 2
22	Confirmation from promoter/promoter group entities on non-purchase and /or sale of Equity Shares of the company in the 12 weeks period prior to the offer and undertaking not to purchase and/or sale of Equity Shares of the company in the 12 weeks period after the offer	Enclosed as Annexure 1(B)
23	Details of the personnel(s) who shall be present while opening the sealed envelope containing the floor price.	Not Applicable

* Based on face value of Rs. 10/- per Equity Share

For and on behalf of Sellers

Authorised Signatory

Annexure 1(A)

From:

(i) **Adani Tradeline LLP**
801 Shikhar Complex,
Srimali Soc., Navrangpura,
Ahmedabad-380 009
LLP Identification No.: AAJ-0233

(ii) **Universal Trade and Investments Ltd.**
6th Floor, Tower I,
Nexteracom Building, Ebene, Mauritius
Company Number -137386

May 20, 2019

To
The National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
India

Sub: Proposed offer for sale through the stock exchange mechanism of up to 8,75,00,000 equity shares bearing a face value of Rs. 10, each ("Equity Shares") of Adani Green Energy Limited ("Company") by Adani Tradeline LLP and Universal Trade and Investments Ltd. ("OFS").

Dear Sir,

Adani Tradeline LLP and Universal Trade and Investments Ltd. ("Sellers") hereby notify that we propose to sell up to 7,57,13,197 and 1,17,86,803 Equity Shares, respectively (representing up to 4.84% and 0.75% of the paid-up equity share capital of the Company, respectively), cumulatively aggregating up to 8,75,00,000 Equity Shares (cumulatively representing 5.59% of the paid-up equity share capital of the Company), through the stock exchange mechanism, in accordance with (a) the circular issued by the Securities and Exchange Board of India ("SEBI") bearing no. CIR/MRD/DP/18/2012, dated July 18, 2012, as amended by other circulars issued by SEBI from time to time, including the circular bearing no. SEBI/HO/MRD/DOPI/CIR/P/2018/159, dated December 28, 2018 (collectively, "OFS Circulars"), and (b) section 21 of chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by SEBI through its circular bearing no. SEBI/HO/MRD/DP/CIR/P/2016/135, dated December 16, 2016, as amended ("Master Circular", and along with the OFS Circulars, the "SEBI OFS Circulars").

The Equity Shares are listed on National Stock Exchange of India Limited and BSE Limited.

The Sellers hereby confirm that the Company is required to increase its public shareholding of 25% in terms of rule 19A of Securities Contracts (Regulation) Rules.



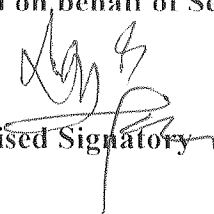


1957, as amended, and accordingly, in terms of the SEBI OFS Circulars, the Sellers are eligible to undertake the offer for sale through the stock exchange mechanism.

Thanking You,

Yours faithfully

For and on behalf of Sellers


Authorised Signatory