Ref No. : AEL/SEC/2014/SE/-39 -

adani™

15th September, 2014

BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 512599

National Stock Exchange of India Limited
Exchange plaza,
Bandra-Kurla Complex,
Bandra (E)
Mumbai – 400051.

Scrip Code: ADANIENT

Dear Sir,

Sub: Notice of Postal Ballot

Please find enclosed herewith six copies of Notice of Postal Ballot (along with Postal Ballot Form) for passing of Special resolution under Section 186 of the Companies Act, 2013.

Kindly take the same on your record.

Thanking you.

Yours faithfully,
For **Adani Enterprises Ltd**

Parthiv Parikh
Company Secretary
Encl: As above.

ADANI ENTERPRISES LTD. AHMEDABAD

Tel: +91 79 25555 080 (D)
Mobile: +91 99099 60163
Fax: +91 79 26565 500
parthiv.parikh@adani.com
jaladhi.shukla@adani.com

ADANI ENTERPRISES LIMITED

Registered Office : "Adani House", Near Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009, Gujarat (India)
CIN : L51100GJ1993PLC019067

adani

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) that the resolution appended below is proposed to be passed as a Special Resolution by way of Postal Ballot.

The Members' consideration and approval is being sought for the Special Resolution annexed hereto. A Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolution, setting out material facts and the reasons thereof is annexed hereto alongwith a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Chirag Shah, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot (physical & E-voting) process in fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on **15th October, 2014** at the Registered Office of the Company at 5.00 p.m. The result of the postal ballot will be posted on the Company's website viz. www.adani.com and on CDSL's website viz. www.cdslindia.com besides communicating to the Stock Exchanges where the shares of the Company are listed. The results shall also be published in the newspaper.

Regd. Office :
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Ahmedabad – 380 009.
Gujarat, India.
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By Order of the Board
For **Adani Enterprises Ltd.**

Parthiv Parikh
Company Secretary

Date : 9th August, 2014

Encl : - Postage Pre-paid Envelope

TEXT OF THE PROPOSED SPECIAL RESOLUTION ALONGWITH EXPLANATORY STATEMENT

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include person(s) authorised and/or committee of directors) in terms of the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary for giving any loan to any person or other body corporate, giving any guarantee or providing security in connection with a loan to any other body corporate or persons and / or acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company from time to time in one or more tranches as the Board may think fit to the extent of ₹ 14,000 Crore (Rupees Fourteen Thousand Crore only) which shall be over and above the limits as specified in Section 186 of the Companies Act, 2013 read with the applicable rules, circulars or clarifications thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate and finalise the terms and conditions of such investments, loans, guarantees and providing of security on behalf of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any, as may be required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all agreements, deeds, applications, documents and writings that may be required, on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

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By Order of the Board
For **Adani Enterprises Ltd.**

Parthiv Parikh
Company Secretary

Date : 9th August, 2014

ADANI ENTERPRISES LTD. AHMEDABAD

NOTES:

1. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than **6.00 p.m. on 14th October, 2014** or before. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders had not been received.
4. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or anyone of the Directors of the Company on **15th October, 2014** at 5.00 p.m. at the Registered Office of the Company. The results along with the Report will be posted on the website of the Company: www.adani.com. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolution.
5. The results of the postal ballot will be published in one English Newspaper with nationwide circulation and in one Gujarati Newspaper for the information of members, and will also be informed to National Stock Exchange of India Limited and BSE Limited.
6. In compliance with the provisions of Section 110 of the Companies Act 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
7. The Notice is being sent electronically by e-mail, to those shareholders who have registered their e-mail addresses with the Depositories and by courier to all the remaining Shareholders whose names appear in the Company's Register of Members as at the close of business hours on 5th September, 2014.
8. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
9. In case of e-voting on the website: www.evotingindia. com. Voting will commence on and from **9.00 a.m. on 15th September, 2014 and end at 6.00 p.m. on 14th October, 2014.**
10. The Notice is also placed on the website of the Company: www.adani.com and website of CDSL: www.evotingindia.com.

Instructions for Voting:

1. **Voting through Physical Postal Ballot Form**

   A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer before the closure of working hours i.e. 6.00 p.m. on or before **14th October, 2014.** Any Postal Ballot Form received after 30 days of despatch of this notice **(after 6.00 p.m. on 14th October, 2014)** shall be treated as if the reply from the shareholders had not been received.

2. **e-Voting Facility :**

   In pursuance of Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternative, for its shareholders, to enable them to cast their vote electronically instead of dispatching Postal Ballot. The instructions for members for voting electronically are as under:

Step 1 : Open your web browser during the voting period and log on to the e-voting Website: www.evotingindia.com.

Step 2 : Click on "Shareholders" to cast your vote(s)

Step 3 : Please enter User ID –

a. For account holders in CDSL :- Your 16 digits beneficiary ID
b. For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step 4 : Enter the Image Verification as displayed and Click on Login

Step 5 : If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

Step 6 : If you are a first time user follow the steps given below:

6.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.

For members who have not updated their PAN with the Depository Participant/ Company are requested to use the first two

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letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters viz. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

6.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#

6.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account#

Any one of the details DOB or Dividend bank details should be entered for logging in to the account. If Dividend Bank details and Date of Birth are not recorded with the depository or Company, please enter the number of shares held by you as on the cut off date i.e. 5th September, 2014 in the Dividend Bank details field.

Step 7 : After entering these details appropriately, click on "SUBMIT" tab.

Step 8 : First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Members holding shares in physical form will then directly reach the Company selection screen.

Step 9 : Click on the EVSN of the Company i.e. **140905072** to vote.

Step 10: On the voting page, you will see Resolution description and against the same the option 'YES or NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 11 : Click on the Resolution File Link if you wish to view the Notice.

Step 12 : After selecting the resolution click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Step 13 : Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

SECTION B - OTHER E-VOTING INSTRUCTIONS

i. The e-Voting period commences on **15th September, 2014 (9.00 a.m.) and ends on 14th October, 2014 (6.00 p.m.).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of 5th September, 2014 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

ii. The voting rights of shareholders shall be in proportion to their shares of the paid up Equity Share capital of the Company.

iii. CS Chirag Shah, Practising Company Secretary (Membership No. FCS: 5545; CP No: 3498) (Address: 808, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad – 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.

iv. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.

v. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote or submit.

vi. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

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vii. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

Contact Details

Company	:	Adani Enterprises Limited Regd. Office: "Adani House ", Near Mithakhali Six Roads, Navrangpura, Ahmedabad-380 009, Gujarat, India CIN: L51100GJ1993PLC019067 Email : investor@adani.com
Registrar and Transfer Agent	:	Sharepro Services (India) Pvt. Ltd. 416-420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram, Ellisbridge, Ahmedabad – 380 006 Tel. No.: +91–79–2658 2381 to 84 Fax: +91–79–2658 2385.
e-Voting Agency	:	Central Depository Services (India) Ltd.
	:	Email : helpdesk.evoting@cdslindia.com
Scrutinizer	:	CS Chirag Shah, Practising Company Secretary Email: pcschirag@gmail.com

A STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As per the provisions of the Section 186 of the Companies Act, 2013, the Board of Directors of a Company cannot make any loan, investment or give guarantee or provide any security to any body corporate or person beyond the prescribed ceiling of sixty percent of the aggregate of the paid up capital, free reserves and securities premium account or hundred percent of its free reserves and securities premium account whichever is more, unless a Special Resolution is passed by the shareholders of the lending / investing Company.

The Company has in the course of its business formed various subsidiaries and step down subsidiaries wherein, the Company is holding investment, either directly or through its subsidiaries. Such Subsidiaries require support from the Company from time to time in the form of infusion of funds into their business for their expansion activities as well as for operations. With a view to meet the fund requirements of some of the subsidiaries/step down subsidiaries/bodies corporate, the Company proposes to provide assistance in the form of loans and/or extension of guarantees or providing of security for loans from other parties and/or investment into the said companies as and when required.

The increasing business operations and future growth plans of the Company may necessitate making further investments into the Subsidiaries and Bodies Corporate or providing loans to, giving guarantees, providing security to or on behalf of or for the benefit of the subsidiaries/other bodies corporate, any other persons/in favour of banks, Financial Institutions in India or outside from time to time.

It is, therefore, necessary to authorise the Board for such purposes, namely to make any loan(s) to and/or to give any guarantee(s)/provide any security, in connection with loan(s) taken by any subsidiaries/bodies corporate and/or to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/bodies corporate in India or outside upto the limits provided in the proposed Special Resolution. Hence, prior approval of the Members of the Company is sought for exercising these powers by the Board.

The proposed Special Resolution as set out in the Postal Ballot Notice is enabling in nature for any further loan/ investment/guarantee/security, to be made or given to subsidiaries/bodies corporate/to any Banks, Financial Institutions or any other person as per the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members of the Company is sought through postal ballot by way of Special Resolution.

The Board of Directors recommends the above resolution for your approval.

Except Mr. Gautam S. Adani, Mr. Rajesh S. Adani and Mr. Vasant S. Adani, none of the other Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

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Gujarat, India.
CIN : L51100GJ1993PLC019067

By Order of the Board
For **Adani Enterprises Ltd.**

Parthiv Parikh
Company Secretary

Date : 9th August, 2014

ADANI ENTERPRISES LTD. AHMEDABAD

ADANI ENTERPRISES LIMITED

Registered Office : "Adani House", Near Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009, Gujarat (India)
CIN : L51100GJ1993PLC019067

Sr. No.

POSTAL BALLOT FORM

1. Name and Registered address of the Sole-First named Shareholder.	
2. Name(s) of the Joint Shareholder(s).	
3. Registered Folio No./ DP ID */Client ID * (*applicable to investors holding shares in demat form).	
4. No. of Share(s) held.	
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated August 9, 2014 of the Company by sending my/our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below :	

Description of the Resolution	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Special Resolution under Section 186 of the Companies Act, 2013, for authorizing the Board of Directors of the Company for making loans, investments and/or providing guarantee and/or security in excess of the limits prescribed under the said section.			

Place :

Date :

Signature : _____

Name : _____

Email Id : _____

ADANI ENTERPRISES LTD. AHMEDABAD

(Please see overleaf for instructions)

INSTRUCTIONS :

1. A Shareholder desiring to exercise vote by Postal Ballot, may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot if sent by Courier or Registered Post at the expense of the Registered Shareholder will also be accepted.

2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.

3. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.

4. Unsigned Postal Ballot Forms will be rejected.

5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the closure of working hours **i.e. at 6.00 p.m. on 14th October, 2014.** All Postal Ballot Forms received after this date, will be strictly treated as if reply from such Shareholder has not been received.

6. In case of shares held by Companies, Trust, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/POA preferably with attested specimen signature(s) of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.

7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders on the cut off date i.e. 5th September, 2014.

8. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.

9. The Postal Ballot shall not be exercised by a Proxy.

10. Members have option to vote either through e-voting or through Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

