



30th December 2024

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

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

Scrip Code: 512599

Scrip Code: ADANIENT

Dear Sir,

Sub: Intimation for signing of Agreement between Adani Enterprises Limited (“AEL”), Adani Commodities LLP (“ACL”) and Lence Pte. Ltd. (“Lence”) (“Agreement”)

Ref: Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the captioned subject and in furtherance to our earlier submission dated 30th December, 2024, we would like to inform you that Adani Enterprises Limited (“AEL”), Adani Commodities LLP (“ACL”) and Lence Pte. Ltd., (“Lence”) have executed an Agreement on 30th December 2024.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 are given as under:

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	Adani Commodities LLP (“ACL”), a wholly-owned subsidiary of Adani Enterprises Limited (“AEL”) and Lence Pte. Ltd (“Lence”) a wholly owned subsidiary of Wilmar International Limited
2.	Purpose of entering into the agreement	ACL, AEL and Lence have entered into an agreement (“ Agreement ”), in terms of which ACL and Lence have agreed to grant a simultaneous right of call option and put option to each other to have the option to exercise such a right for purchase and sale of all shares held by ACL at the time of exercise of such option

Adani Enterprises Limited
“Adani Corporate House”,
Shantigram, Near Vaishno Devi Circle
S. G. Highway, Khodiyar
Ahmedabad – 382 421
Gujarat, India
CIN: L51100GJ1993PLC019067

Tel + 91 79 2656 5555
Fax + 91 79 2555 5500
Investor.ael@adani.com
www.adanienterprises.com

Registered Office : “Adani Corporate House”, Shantigram, Near Vaishno Devi Circle S. G. Highway, Khodiyar, Ahmedabad – 382 421

Sr. No.	Particulars	Details
		up to a maximum of 403,739,517 equity shares constituting 31.06% of the paid-up equity share capital of Adani Wilmar Limited, in accordance with applicable law and the terms set out in the Agreement (" Transaction ")
3.	Shareholding, if any, in the entity with whom the agreement is executed	<ul style="list-style-type: none"> • ACL or AEL do not hold any shares in Lence. • Lence does not hold shares in ACL or AEL. • AEL wholly owns ACL.
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>i. The consummation of the Transaction is subject to satisfaction of customary conditions precedents and the Agreement includes <i>inter alia</i> customary provisions on representations, warranties and indemnities.</p> <p>ii. As a condition precedent to the consummation of the Transaction, ACL will sell/ dispose-off such number of equity shares of Adani Wilmar Limited as may be required to achieve compliance with minimum public shareholding requirements through methods permissible under applicable law ("MPS Compliance").</p> <p>iii. The parties to the Agreement have agreed that they will exercise the call option and put option in the period commencing on the 366th day from the execution of the Agreement and ending on the earlier of (a) the expiry of 6 months from the 366th day from the execution of the Agreement, or (b) termination of the Agreement (both the commencement and the end days included) ("Exercise Period").</p> <p>iv. During the Option Lock-in Period (i.e., the period commencing from the date</p>

Sr. No.	Particulars	Details
		<p>of execution of the Agreement and continuing till the expiry of the Exercise Period), the parties to the Agreement have agreed to explore and evaluate potential alternate options to expedite the consummation of sale and purchase of the Shares to Lence or other parties approved by Lence, immediately after the satisfaction of MPS Compliance, in compliance with applicable law.</p> <p>v. The price of shares shall be mutually agreed by the parties, provided that such price per share shall not exceed INR 305.</p> <p>vi. The parties have also agreed to cooperate for undertaking necessary actions for change in name of Adani Wilmar Limited prior to / pursuant to the consummation of the Transaction.</p> <p>vii. Upon consummation of the Transaction, the parties have <i>inter alia</i> agreed to terminate the existing shareholders' agreement and inter-se agreement.</p>
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	<p>Lence is not connected to Promoter / promoter group / group companies in any manner.</p> <p>ACL is wholly-owned subsidiary of the Company.</p>
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	No, the transaction is not a related party transaction.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not applicable



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8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Mr. Pranav V. Adani and Dr. Malay Mahadevia, directors nominated by ACL on the board of directors of the Adani Wilmar Limited shall resign, upon execution of the Agreement.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a. name of parties to the agreement; b. nature of the agreement; c. date of execution of the agreement; d. details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

Kindly take the same on your records.

Thanking you

Yours faithfully,

For **Adani Enterprises Limited**

Jatin Jalundhwala
Company Secretary & Joint President (Legal)
Membership No. F3064

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