



29th May, 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: Annual Secretarial Compliance Certificate for the year ended
31st March, 2024.**

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Certificate for the financial year ended 31st March, 2024 issued by Mr. Ashwin Shah, Company Secretary.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,
For **Adani Enterprises Limited**

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

Encl: As Above

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
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investor.ael@adani.com
www.adanienterprises.com

ASHWIN SHAH

FCS

COMPANY SECRETARY

21, DOLLY COMPLEX,

STADIUM CIRCLE, NAVRANGPURA

AHMEDABAD – 380009

TELEFAX: 079 26467747

ashwinfcs@yahoo.co.in

Annual Secretarial Compliance Report

Secretarial compliance report of Adani Enterprises Limited for the year ended 31st March 2024

I have examined:

- a) all the documents and records made available to us and explanation provided by Adani Enterprises Limited ("the listed entity"),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

ASHWIN SHAH
COMPANY SECRETARY

22, Dolly Complex, Stadium Circle, Navrangpura, Ahmedabad-380009. t: 2646 77 47.
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The specific Regulations, whose provisions and the circulars guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(Not Applicable to the Company during the Audit Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the Company during the Audit Period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Audit Period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018

and circulars/ guidelines issued there under;

I further report that during the period under review there was no event of appointment / re-appointment / resignation of statutory auditor of the Company and the Company was in compliance with Para 6(A) and 6(B) of SEBI circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019

I further report that the Company has made various submission to regulatory authorities against show cause notices during the audit period. The Company is taking appropriate steps to complete and resolve the regulatory and adjudication proceedings.

ASHWIN SHAH
COMPANY SECRETARY

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Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I report that:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
1	<p>Secretarial Standards</p> <p>The compliances of the Company are in accordance with the with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	--
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars/ guidelines issued by SEBI 	Yes	--
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Company is maintaining a functional website • Timely dissemination of the documents / information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and 	Yes	--

	specific which redirects to the relevant document(s)/ section of the website		
4	<p>Disqualification of Director:</p> <ul style="list-style-type: none"> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 	Yes	--
5	<p>Examined the details related to Subsidiaries of the Company :</p> <ul style="list-style-type: none"> Identification of material subsidiary companies Requirements with respect to disclosure of material as well as other subsidiaries 	Yes	--
6	<p>Preservation of Documents:</p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	--
7	<p>Performance Evaluation :</p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	--
8	<p>Related Party Transactions:</p> <ul style="list-style-type: none"> The Company has obtained prior approval of Audit 	Yes	--

	<p>Committee for all Related party transactions</p> <ul style="list-style-type: none"> In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently/approved /ratified /rejected by the Audit committee 		
9	<p>Disclosure of events or information:</p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along-with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	--
10	<p>Prohibition of Insider Trading : The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	--
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	Yes	--

12	Additional Non-compliances, if any : No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc	Yes	--
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Based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response
1	Regulation 17(1A) of SEBI (LODR) Regulations, 2015	Non-compliance for delayed approval for appointment or continuation of Non-Executive Director who attained the age of seventy-five years.	BSE / NSE	Fine	Delayed approval for appointment of Non-Executive Director	65844/65844	During the period under review delayed compliance of provisions of Regulation 17(1A) of SEBI Listing Regulations	The Company had made appropriate representations for waiver of fine before the stock exchanges. However, the same was not considered.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under in so far as it appears from my examination of those records.

- c) There is no action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under.



Place: Ahmedabad
Date: 28th May 2024
UDIN: F001640F000473430

CS Ashwin Shah
Company Secretary
C. P. No. 1640
Quality Reviewed 2021
PRC:1930/2022