

## Legal Disclaimer

**IMPORTANT:** You must read the following disclaimer before continuing.

**PLEASE READ THIS DISCLAIMER CAREFULLY. IT APPLIES TO ALL PERSONS WHO VIEW THIS WEBSITE. VIEWING THIS INFORMATION MAY NOT BE LAWFUL IN CERTAIN JURISDICTIONS. PLEASE NOTE THAT THE DISCLAIMER SET OUT BELOW MAY BE ALTERED OR UPDATED. YOU SHOULD READ IT IN FULL EACH TIME YOU VISIT THE WEBSITE.**

The preliminary placement document dated July 30, 2024 (the “**Preliminary Placement Document**”) hosted on this website are being made available by Adani Energy Solutions Limited (*formerly known as Adani Transmission Limited*) (the “**Company**”) in connection with a proposed qualified institutions placement (the “**Issue**”) of its equity shares (“**Equity Shares**”) to eligible qualified institutional buyers in compliance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and the Companies Act, 2013, as amended, read with the rules made thereunder (the “**Companies Act**”) and delivered to the BSE Limited and the National Stock Exchange of India Limited.

Nothing herein constitutes an offer of securities for sale in any jurisdiction where it is unlawful to do so. Any person seeking access to this portion of the Company’s website represents and warrants to the Company that they are doing so for information purposes only. Making press announcements, information and other documents available in electronic format does not constitute an offer to sell or the solicitation of an offer to buy securities of the Company. Further, it does not constitute a recommendation by the Company, SBI Capital Markets Limited, Jefferies India Private Limited and ICICI Securities Limited (the “**Book Running Lead Managers**”) or any other party to sell or buy securities of the Company.

You are advised to read this disclaimer carefully before reading, accessing or making any other use, in whole or in part, of the attached Preliminary Placement Document. **Please note that owing to restrictions imposed by law concerning the offer and sale of securities in various jurisdictions, the documents in this section are directed at, and are intended for distribution to, and use by, residents of India only.** The Preliminary Placement Document may not be forwarded or distributed, in whole or in part, to any other person and may not be reproduced in any manner whatsoever. The information is not intended for distribution to, or use by, any person or entity in any jurisdiction or country where distribution or use of such information would be contrary to law or regulation.

The placement and distribution of the Preliminary Placement Document is being done in relation to the Issue of Equity Shares of the Company in reliance on Chapter VI of the SEBI ICDR Regulations and Sections 42 and 62 of the Companies Act and is meant only for qualified institutional buyers as defined in the SEBI ICDR Regulations, which are not excluded pursuant to the SEBI ICDR Regulations and other applicable law, on a private placement basis.

The Preliminary Placement Document is so placed pursuant to the SEBI ICDR Regulations and are neither intended to nor constitute an invitation to subscribe or a solicitation of offer to subscribe to the Equity Shares referred therein. The Preliminary Placement Document is exclusive to the recipient and does not constitute an offer to the general public or any other investor to subscribe to the Equity Shares described therein. Unless a Preliminary Placement Document accompanied by an application form is addressed to a specific person inviting such person to make a bid through such application form, no offer and/or invitation of offer shall be deemed to have been made by the placing of the Preliminary Placement Document herein.

You may satisfy yourself that you are not subject to any requirements which prohibit or restrict you from accessing the Preliminary Placement Document.

These documents are not for publication or distribution, directly or indirectly, in or into the United States. These documents are not an offer for sale, or a solicitation of an offer to buy, in the United States or to any U.S. Person (as defined below) of any Equity Shares or any other securities and the documents are not available to persons in the United States. You have accessed the attached document(s) on the basis that you confirm that you are not resident in the United States or a U.S. Person, as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or acting for the benefit or account of a U.S. Person. The Equity Shares referred to in the documents have not been and will not be registered under the Securities Act or under any state or other securities laws, and may not be offered or sold within the United States, or to, or for the account or

benefit of, any U.S. Person, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. No public offering of the Equity Shares or other securities is being made in the United States. This does not constitute, and should not be construed as, “general solicitation” or “general advertising” as defined under Regulation D of the Securities Act, or “directed selling efforts” under Regulation S of the Securities Act.

The Preliminary Placement Document is not intended to constitute an offer or a solicitation or invitation of an offer to subscribe to the Equity Shares to any person or class of investors other than qualified institutional buyers as defined in the SEBI ICDR Regulations. No action has been taken or will be taken that would permit a public offering of the Equity Shares to occur in any jurisdiction. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither the Preliminary Placement Document nor any Issue related materials or advertisements in connection with the Equity Shares may be distributed or published, in whole or in part, in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction.

The Preliminary Placement Document has not been reviewed and approved by any regulatory or statutory authority in India or abroad, including the Securities and Exchange Board of India, any registrar of companies or any stock exchanges in India. The Preliminary Placement Document has not been and will not be filed as a prospectus or a statement in lieu of prospectus with any registrar of companies in India, will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction.

The information in the Preliminary Placement Document is as of the date thereof unless otherwise specified therein and neither the Company, its directors nor any of the Book Running Lead Managers is under any obligation to update or revise the Preliminary Placement Document to reflect circumstances arising after the date thereof. You are reminded that documents transmitted in electronic form may be altered or changed during the process of transmission and consequently, neither the Company, the Book Running Lead Managers nor any of their respective affiliates, directors, officers, agents, representatives, advisers and employees accept any liability or responsibility whatsoever in respect of alterations or changes which may have taken place during the course of transmission of the Preliminary Placement Document in electronic format, and do not accept any liability whatsoever, direct or indirect, that may arise from the use of the information contained on this website.

You are accessing this website at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses. Neither the Company, the Book Running Lead Managers nor any of their affiliates, their directors, officers, agents, representatives, advisers and employees will be liable or have any responsibility of any kind for any loss or damage that you incur in the event of any failure or disruption of this website, or resulting from the act or omission of any other party involved in making this website or the data contained therein available to you, or from any other cause relating to your access to, inability to access, or use of this website or the Preliminary Placement Document.

The contents of the Preliminary Placement Document and related documents are for your information only. You are not authorized and you may not copy or duplicate all or any part of the documents in this section in any form by any means, or redistribute it to any other person. Any downloading, forwarding, delivery, distribution or reproduction, electronically or otherwise, of the Preliminary Placement Document in whole or in part is unauthorized. Failure to comply with this disclaimer may result in a violation of the applicable laws of India and other jurisdictions. Any other information contained in, or that can be accessed via our website does not constitute a part of the Preliminary Placement Document. Please be advised that to view information on this website, you must accept the conditions of the legal disclaimer.

**IF YOU ARE NOT PERMITTED TO VIEW THE MATERIALS ON THIS WEBSITE OR ARE IN ANY DOUBT AS TO WHETHER YOU ARE PERMITTED TO VIEW THESE MATERIALS, PLEASE EXIT THIS WEBPAGE.**

By clicking on “I Accept”, you are confirming that you are a resident of India and a qualified institutional buyer (as defined in the SEBI ICDR Regulations) and you agree and accept that the information contained herein is not an offer to the public or to any other class of investors. Further, you also confirm that you have read the legal disclaimer as stated above.

The documentation contained in these pages is posted to comply with Indian legal and regulatory requirements.

**I hereby confirm that,**

- ✓ I am a Resident of India.
- ✓ I have read the Legal Disclaimer.

**I ACCEPT**

**I DO NOT ACCEPT**