Annual Report
2008 - 2009



ADANI

ADANI ENTERPRISES LIMITED

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ADANI

Our Vision

Be an entrepreneurial globally preferred business associate with responsible concern for ecology, society and stakeholders' value.

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Our Mission

To develop, assimilate and manage knowledge; to apply the acquired expertise across the globe, for benefit of stakeholders; to do so profitably.

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ADANI

BOARD OF DIRECTORS

Shri Gautam S. Adani, *Chairman*
Shri Rajesh S. Adani, *Managing Director*
Shri Vasant S. Adani
Shri Jay H. Shah
Dr. Pravin P. Shah
Dr. A. C. Shah
Mr. Yoshihiro Miwa
Mr. Tatsuo Fuke
(Alternate Director to Mr. Yoshihiro Miwa)
Mr. Anil Ahuja

BANKERS

State Bank of India, Ahmedabad.
Bank of India, Ahmedabad.
State Bank of Travancore, Ahmedabad.
State Bank of Hyderabad,Ahmedabad.
Axis Bank Ltd., Ahmedabad.
Bank of Baroda, Ahmedabad.
Punjab National Bank, Ahmedabad.
Canara Bank, Ahmedabad.
UCO Bank, Ahmedabad.
Syndicate Bank, Ahmedabad.
Oriental Bank of Commerce, Ahmedabad.
ICICI Bank Ltd., Mumbai.
Standard Chartered Bank, Mumbai.
Allahabad Bank, Ahmedabad.

REGISTERED OFFICE

'Adani House'
Nr. Mithakhali Six Road,
Navrangpura, Ahmedabad - 380009.
Gujarat (INDIA)

SHARE TRANSFER AGENT

Pinnacle Shares Registry Pvt. Ltd.
Nr. Ashoka Mills Ltd., Naroda Road,
Ahmedabad - 380025.
Tel. No.: +91 - 79 - 2220 4226,
2220 0591, 2220 0582
Fax : +91 - 79 - 2220 2963

SHARES LISTED AT

The National Stock Exchange of India Ltd., Mumbai. (NSE)
Bombay Stock Exchange Ltd., Mumbai. (BSE)

AUDITORS

M/s. Dharmesh Parikh & Co.
Chartered Accountants
Ahmedabad.

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NOTICE

NOTICE is hereby given that 17th Annual General Meeting of the members of Adani Enterprises Limited will be held on Monday, 31st August, 2009 at 10.00 a.m. at Bhaikaka Bhavan, Law Garden, Ellisbridge, Ahmedabad – 380 006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To declare dividend on Equity Shares.

3. To appoint a Director in place of Dr. A. C. Shah who retires by rotation and being eligible, offers himself for reappointment.

4. To appoint a Director in place of Shri Vasant S. Adani who retires by rotation and being eligible, offers himself for re-appointment.

5. To appoint M/s. Dharmesh Parikh & Co., Chartered Accountants, Ahmedabad, as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration (including for Certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee / Board of Directors of the Company.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution :**

"RESOLVED THAT Mr. Yoshihiro Miwa, who was appointed as an Additional Director of the Company on 26th September, 2008 pursuant to the provisions of Section 260 of the Companies Act, 1956 holds office only upto the date of this Annual General Meeting and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Mr. Yoshihiro Miwa for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution :**

"RESOLVED THAT Mr. Anil Ahuja, who was appointed as an Additional Director of the Company on 20th May, 2009 pursuant to the provisions of Section 260 of the Companies Act, 1956 holds office only upto the date of this Annual General Meeting and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Mr. Anil Ahuja for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Date : 20th May, 2009.
Place : Ahmedabad

For and on behalf of the Board

Parthiv Parikh
Asst. Company Secretary

Regd. Office :
"Adani House "
Near Mithakhali Six Roads, Navrangpura
Ahmedabad - 380 009.

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. As per clause 49 of the listing agreement(s), informations regarding appointment / re-appointment of directors (Item Nos. 3, 4, 6 & 7) and explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of special business (Item Nos. 6 & 7) are annexed hereto.

3. The Register of members and share transfer book of the Company will remain closed from 24th August, 2009 to 28th August, 2009 (both days inclusive) to determine the entitlement of the shareholders right to receive dividend for the year 2008-09.

4. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

5. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.

6. Members are requested to bring their copy of Annual Report at the meeting.

7. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

8. In terms of Section 109A of the Companies Act, 1956, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's share transfer agent M/s. Pinnacle Share Registry Pvt. Ltd., Near Asoka Mills Ltd., Naroda Road, Ahmedabad – 380 025, for nomination form by quoting their folio number.

9. The balance lying in the unpaid dividend account of the Company in respect of dividend declared on for the financial year 2001-02 will be transferred to the Investor Education and Protection Fund of the Central Government by November, 2009. Members who have not encashed their dividend warrants pertaining to the said year may approach the Company or its share transfer agent for obtaining payments thereof by October, 2009.

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ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

Mr. Yoshihiro Miwa was appointed as an Additional Director of the Company on 26th September, 2008, by the Board of Directors of the Company. According to the provisions of Section 260 of the Companies Act, 1956, he holds office as Director only upto the date of ensuing Annual General Meeting. As required by Section 257 of the Companies Act 1956, a notice has been received from a member signifying his intention to propose the appointment of Mr. Yoshihiro Miwa as a Director along with a deposit of Rs. 500/-. Mr. Yoshihiro Miwa is having vast experience in the field of commercial science and Business Administration. The particulars of Mr. Yoshihiro Miwa are annexed hereto. The Board considers it desirable that the Company should continue to avail his services.

Except Mr. Yoshihiro Miwa, none of the other Directors of the Company is interested in the resolution.

The Board recommends this resolution for your approval.

ITEM NO. 7

Mr. Anil Ahuja was appointed as an Additional Director of the Company on 20th May, 2009, by the Board of Directors of the Company. According to the provisions of Section 260 of the Companies Act, 1956, he holds office as Director only upto the date of ensuing Annual General Meeting. As required by Section 257 of the Companies Act 1956, a notice has been received from a member signifying his intention to propose the appointment of Mr. Anil Ahuja as a Director along with a deposit of Rs. 500/-. Mr. Anil Ahuja has more than twenty years of international financial services experience. The particulars of Mr. Anil Ahuja are annexed hereto. The Board considers it desirable that the Company should continue to avail his services.

Except Mr. Anil Ahuja, none of the other Directors of the Company is interested in the resolution.

The Board recommends this resolution for your approval.

Date : 20th May, 2009.
Place : Ahmedabad

For and on behalf of the Board

Parthiv Parikh
Asst. Company Secretary

Regd. Office :
"Adani House"
Near Mithakhali Six Roads, Navrangpura
Ahmedabad - 380 009.

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Details of Directors Seeking appointment / Re-appointment

Name	*Dr. A.C. Shah*	*Shri Vasant S. Adani*	*Mr. Yoshihiro Miwa*	*Shri Anil Ahuja*
Date of Birth	16th October, 1932 – 76 Years	8th September, 1955 - 53 Years	30th October, 1955 – 53 Years	1st December, 1962 – 46 years
Appointed on	22nd June, 1996	1st July, 1995	26th September, 2008	20th May, 2009.
Qualifications	M.A., Ph.D.(Economics)	B.A	Master of Commerce	B. Tech in Mechanical Engineering from Indian Institute of Technology (IIT), New Delhi. Post Graduate Diploma in Business Management from the Indian Institute of Management (IIM), Ahmedabad.
Expertise in specific functional areas	Dr. A. C. Shah, the erstwhile Chairman and Managing Director of Bank Of Baroda has more than thirty years of extensive banking experience. Dr. Shah has served on the Board of various reputed companies and has chaired several committees on banking, the most recent one being the RBI Committee for functioning of Non - Banking Financial Companies (NBFCs).	About 17 years of experience in real estate development.	Commercial Science and Business Administration	Mr. Anil Ahuja joined 3i in April, 2005 and has more than twenty years of international financial services experience. He is one of the earliest private equity investors in India, with over 10 years investment experience. He is primarily responsible for developing 3i's Indian business. Prior to joining 3i, from 1997 to 2005, he worked at JP Morgan Partners Asia, overseeing the investments in the Indian market. Prior to that, from 1986 to 1997, he worked with Citibank, Mumbai.
Directorships held in Public Companies.	Adani Enterprises Ltd. Elecon Engineering Company Ltd. S. Kumar's Nationwide Ltd. Gujarat Petro Synthesis Ltd. Benchmark Mutual Fund – Trustee Co. Goldcrest (India) Ltd Brand House Retails Limited	Adani Enterprises Ltd.	Adani Enterprises Ltd. Kowa Spinning Company Ltd.(Japan)	Adani Enterprises Ltd. Nimbus Communications Ltd. Vijai Electricals Ltd.
Memberships/Chairmanships of Committees across Public Companies	**Audit Committee:** Adani Enterprises Ltd. S. Kumar Nationwide Ltd. Elecon Engineering Co. Ltd. Benchmark Mutual Fund – Trustee Co. Gujarat Petro Synthesis Ltd. Goldcrest (India) Ltd. Brandhouse Retails Ltd. **Shareholder's/Investors Grievances Committee:** Adani Enterprises Ltd. **Remuneration committee:** Adani Enterprises Ltd. Gujarat Petro Synthesis Ltd.	**Shareholder's/Investors Grievances Committee:** Adani Enterprises Ltd.	N I L	NIL
No. of Shares held in the Company	NIL	NIL	NIL	NIL

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DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 17th Annual Report of the Company along with the audited statement of accounts for the year ended March 31, 2009.

FINANCIAL RESULTS

The Financial Results of your Company for the year ended 31st March, 2009, are as follows:

(Rs. In Crores)

Year Ended March 31,	Standalone		Consolidated	
	2009	2008	**2009**	2008
Sales and operating earnings	**11,575.05**	11595.44	**26258.28**	19609.71
Other income	**12.84**	29.17	**14.64**	39.00
Gross Profit before Depreciation, Finance charges and Tax	**604.30**	517.57	**1016.64**	754.66
Finance charges	**214.43**	154.38	**348.82**	277.01
Depreciation	**12.08**	11.25	**82.18**	44.77
Profit for the period before Prior Period Adjustments & Exceptional Items.	**377.79**	351.94	**585.64**	432.88
Add / (less) Prior Period Adjustment	**0.83**	(1.66)	**0.72**	(1.86)
Add / (less) Exceptional Items (Net)	**(4.02)**	2.23	**(2.44)**	2.24
Profit before Tax	**374.60**	352.51	**583.92**	433.26
Net Tax	**48.18**	40.44	**78.48**	57.26
Share of Minority Interest and Share of Loss from Associate	**-**	-	**(0.79)**	(6.25)
Profit after Tax	**326.42**	312.07	**504.65**	369.75
Surplus brought forward from previous year	**606.38**	371.61	**746.59**	474.14
Balance available for appropriations	**932.80**	683.68	**1251.24**	843.89
Appropriations:				
Dividend on Equity Shares:				
- Final	**24.67**	14.79	**24.67**	14.79
Tax on Dividend	**4.19**	2.51	**4.19**	2.51
Transfer to General Reserve	**50.00**	50.00	**75.71**	70.00
Transfer to Debenture Redemption Reserve	**10.00**	10.00	**10.00**	10.00
Balance carried to Balance Sheet	**843.94**	606.38	**1136.67**	746.59
Total	**932.80**	683.68	**1251.24**	843.89

PERFORMANCE OF YOUR COMPANY

- **Standalone financial performance :**

Your Company posted yet another year of impressive results testifying to the robustness of its corporate strategy and competitive position notwithstanding a challenging business environment.

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On a standalone basis, your Company achieved a turnover of Rs. 11,587.89 Crores as compared to Rs. 11,624.61 Crores in the previous year. The net profit after tax stood at Rs. 326.42 crores compared to Rs. 312.07 crores in the previous year registering a growth of 5%.

The EPS of the Company as at 31st March, 2009 was Rs. 13.24/-.

➢ **Review of consolidated operations :**

The consolidated turnover is Rs. 26,272.92 crores as compared to Rs. 19,648.71 crores in the previous year registering a growth of 34%. The consolidated net profit after tax and minority interest is Rs. 504.65 crores as compared to Rs. 369.74 crores in the previous year.

As stipulated by Clause 32 of the listing agreement with the stock exchanges, the consolidated financial statements have been prepared by the Company in accordance with the applicable accounting standards issued by the Institute of Chartered Accountants of India. The audited consolidated financial statements together with Auditors' Report form part of the Annual Report. The consolidated net worth of the Company as at March 31, 2009 is Rs. 2994.76 crores as compared to Rs. 2110.09 crores in the previous year registering a growth of 42%.

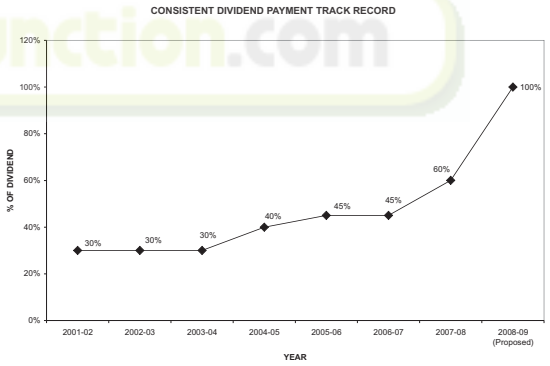
A detailed discussion of the performance of operations of your Company is given under "Management Discussion and Analysis Report", which forms part of this report.

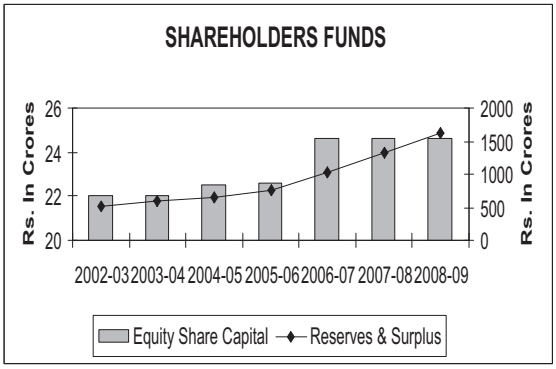
DIVIDEND ON EQUITY SHARES

To strike a balance between the need to sustain investments for prospective growth and the annual profit expectations of shareholders, your Directors are pleased to recommend a dividend of Re. 1 (100%) per equity share on a face value of Re. 1 each on 24,66,09,175 equity shares fully paid up as on March 31, 2009 (previous year Re. 0.60 per equity share on a face value of Re. 1 each on 24,64,86,975 equity shares) and any further equity shares that may be allotted by the Company following the conversion of FCCBs prior to book closure date for 2008-09. This dividend will be paid subject to the approval of shareholders at the forthcoming Annual General Meeting.

The total Dividend Payout will be Rs. 28.86 crores which includes Corporate Dividend Tax of Rs. 4.19 Crores.

The dividend will be tax-free in the hands of the shareholders.





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SEGMENT REPORTING

Your Company is a **"Five Star Export House"** with operations covering a wide range of commodity groups like Agro, Energy, Metals & Minerals and others. In view of the integrated nature of business in its entirety, there are no separate segments within the Company as defined by Accounting Standard 17 (Segmental Reporting) issued by the ICAI.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

LISTING AND ISIN No.

The equity shares of your Company are continue to be listed on the Bombay Stock Exchange Ltd. (BSE) and National Stock Exchange Ltd., (NSE) and are actively traded. The listing fees for the year 2009-10 have been paid before the due date. The Foreign Currency Convertible Bonds (FCCBs) issued by your Company during January, 2007 are continued to be listed on the Singapore Stock Exchange.

Your Company's shares are compulsorily traded in the dematerialized form. The ISIN number allotted to the shares of your Company is **INE 423A01024.** The details of shareholding pattern, distribution of shareholding and share prices of the Company as on 31st March, 2009 are separately mentioned in the Corporate Governance Report.

SHARE CAPITAL

During the year under review, your Company had issued 1,22,200 equity shares of the Company of Re. 1 each upon conversion of 200 Foreign Currency Convertible Bonds (FCCBs) of USD 10,000 as per the terms of issuance of FCCBs.

In view of this, the issued and paid up share capital of your Company stands increased from Rs. 24,64,86,975/- to Rs. 24,66,09,175/-.

Your Directors have also approved a resolution to raise funds through issue of capital of a sum not exceeding Rs. 1500 crores (Rupees One thousand Five Hundred Crore only) (including premium) to Qualified Institutions Buyers (QIBs) as defined under Clause 2.2.2 B(V) of SEBI (DIP) Guidelines, 2000 and in accordance with the provisions of Chapter XIII A of SEBI DIP Guidelines, 2000 subject to approval of members in the Extra Ordinary General Meeting of the Company.

CORPORATE GOVERNANCE

Your Company has been practicing the principles of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity.

Your Company has complied with all the mandatory requirements of Clause 49 of the listing agreement regarding Corporate Governance.

A report on the Corporate Governance practices followed by the Company, the Auditors' Certificate on compliance of mandatory requirements thereof and Management Discussion and Analysis are given as Annexure(s) to this report.

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