

Adani Capital Private Limited

Registered Office: Adani House, 56 Shrimali Society, Navrangpura, Ahmedabad, Gujarat, India – 380009

Corporate Office: 1004/5, One BKC, C-Wing, 10th Floor, Bandra Kurla Complex, Mumbai 400 051
CIN: U65990GJ2016PTC093692

BCC Atlantis II Pte. Ltd.

Registered Office: 1 Raffles Place, #36-01, One Raffles Place, Singapore – 048616

Identity Number: 202325060N

PUBLIC NOTICE

(In terms of Paragraph 42.3 of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 bearing reference no. DoR.FIN.REC.No.45/03.10.119/2023-24, dated October 19, 2023 (as updated from time to time))

This notice is being issued jointly by Adani Capital Private Limited (the “Company”) and BCC Atlantis II Pte. Ltd. (“Investor”) pursuant to Paragraph 42.3 of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, bearing reference no. DoR.FIN.REC.No.45/03.10.119/2023-24, issued by Reserve Bank of India (“RBI”) dated October 19, 2023, as updated from time to time (“RBI SBR Directions”).

Background of the Company: The Company is as a non-deposit taking systemically important non-banking financial institution, registered with the RBI by way of a certificate of registration bearing number B.01.00567 dated January 6, 2017, having corporate identity number U65990GJ2016PTC093692 and having its registered office at Adani House, 56 Shrimali Society Navrangpura Ahmedabad, Gujarat, India – 380009. The Company is engaged in the business of providing tractor financing, commercial vehicle financing, secured MSME business loans, supply chain finance, distribution/ broking of insurance policies and other ancillary business in relation to above.

Background of the Investor: The Investor is a private company limited by shares incorporated under the laws of Singapore, having identity number 202325060N, and having its registered office at 1 Raffles Place, #36-01, One Raffles Place, Singapore – 048616. The Investor is a wholly owned subsidiary of BCC Atlantis I Pte. Ltd., both of which form a part of the Bain Capital Credit group.

Proposed Transaction: The Investor proposes to acquire approximately 93.37% of the equity share capital of the Company on a fully diluted basis by way of: (a) a primary subscription to equity shares and share warrants to be issued by the Company; and (b) a secondary purchase of the entire existing equity share capital of the Company held by Adani Finserve Private Limited (“Proposed Transaction”). As part of the Proposed Transaction, the Company proposes to acquire 100% (one hundred per cent) of the share capital of Adani Housing Finance Private Limited (“AHFPL”), a housing finance company not accepting public deposits that is registered with the National Housing Bank, from Adani Finserve Private Limited and Mr. Bhavik B. Shah (holding 1 (one) equity share of AHFPL for the beneficial interest of Adani Finserve Private Limited).

Upon consummation of the Proposed Transaction there will be a change in control, shareholding, change in composition of the board of directors and change in management of the Company and AHFPL.

The rationale for the Proposed Transaction includes an investment opportunity for the Investor that is consistent with Bain Capital Credit’s strategy of investing in high quality businesses in attractive segments, including in the financial services sector.

RBI Approval: In terms of the RBI SBR Regulations, the RBI has, by way of its letter dated February 6, 2024 issued to the Company, bearing reference no. S8826/01.08.021/2023-24, provided its prior written permission for the proposed change in control, shareholding, takeover and change in management of the Company pursuant to the Proposed Transaction.

The Proposed Transaction will be effected upon the fulfilment of various agreed upon conditions precedent and the expiry of 30 (thirty) days from the date of publication of this notice, in accordance with Paragraph 42 of the SBR Master Directions.

Any person seeking any clarification(s) and/or having any objection(s) to the Proposed Transaction may write to the Company within 30 (thirty) days from the date of this notice, addressed to Mr. Viral Shah, at the corporate office address of the Company or email at viral.shah@adani.com.

A copy of this notice is also available on the Company's website at www.adanicapital.in.

For Adani Capital Private Limited

Sd/-
Viral Shah
Chief Financial Officer

For BCC Atlantis II Pte. Ltd.

Sd/-
Darick Chen Hongwei
Director